

1 EXT. VALLEY FARMLANDS BORDERED BY MOUNTAINS - DAY 1

SUPERIMPOSE: BASED ON TRUE EVENTS AND CHARACTERS

On the wings of an eagle: sweep south over the sheltered "breadbasket of the South", starting in the north, at the Potomac River...

...fly south, up the rising terrain of the Shenandoah Valley - up the fertile, isolated "Valley of Virginia".

Fields in full bloom. Green and thriving.

Past picturesque VILLAGES, schoolhouses and churches, CHILDREN at play.

...to finally reach a quaint country town, even today...

SUPERIMPOSE: LEXINGTON, VIRGINIA

2 EXT. VIRGINIA MILITARY INSTITUTE - DAY 2

SLOW PAN along an impressive fortress-like military building. The name chiseled in stone: VIRGINIA MILITARY INSTITUTE.

CONTINUE PAN TO...

...the parade grounds. HUNDREDS of young CADETS in crisp uniforms march in review. CONTINUE PAN TO... ...a graveyard. We CLOSE on THREE MARKERS, names that we can't quite read.

SUPERIMPOSE over these graves: ON MAY 15, 1864, SEVEN FRIENDS MARCHED INTO THE BATTLE OF NEW MARKET...

SUPERIMPOSE: FOUR CAME OUT.

3 EXT. STATE CAPITOL BUILDINGS - DAY 3

SUPERIMPOSE: RICHMOND, VIRGINIA 1859

Classic, graceful architecture. Women in hoop skirts on the arms of well-dressed gentlemen roam among the blossoming dogwood trees. CLOSE IN on an impressive mansion - the Governor's residence.

4 INT. LIBRARY - EVENING 4

In a room just inside the main entrance to the mansion. Under a sign reading "GOVERNOR'S COLLECTION", young JOHN SERGEANT WISE, 12, is lost in the impressive library, head buried in a massive book.

A prosperous looking man looks at the time on his pocket watch with chain. Governor HENRY ALEXANDER WISE, 50's.

He notes the time. Snaps the watch shut. Looks back into the library room. He sees Young John immersed in reading by lamp light. He turns, looks back, outside, to a waiting carriage. Gives a hand gesture to the driver. Just a minute.

The boy never looks up. The father studies his son. Then interrupts.

GOVERNOR WISE
Reading The Englishman again?

JOHN
(not looking up)
Mmm. Will I be shot for treason,
father?

GOVERNOR WISE
More than likely. Another long
title, is it?

JOHN
(from memory)
'The Personal History, Adventures,
Experience and Observation of David
Copperfield the Younger of...'

GOVERNOR WISE
'...Blunderstone Rookery (Which He
Never Meant To Publish On Any
Account).'

The kid looks back. They share small smiles.

JOHN
You read it. I guess that's why
it's here.

GOVERNOR WISE
I guess.

JOHN
I preferred Twist. Better
criminals.

GOVERNOR WISE
Always the mark of quality
literature. Get your coat, son,
we're taking a ride.

JOHN
I don't want to.

GOVERNOR WISE
Oh, well, in that case.

He laughs. The boy closes his book. Climbs from his comfy chair as if being led to the gallows.

5 INT. CARRIAGE - NIGHT

5

The Governor and John ride through the streets of Richmond in an official carriage. John stares out of the carriage window, chin in hand, pouting.

GOVERNOR WISE
Something the matter?

JOHN
I don't like secrets. Your secrets.

GOVERNOR WISE
They're usually lessons in life?

JOHN
Exactly.

The carriage passes by fine town-homes and churches. The city is small but well-kept.

GOVERNOR WISE
Tell me about the play your mother took you to. In Philadelphia.

JOHN
There were three. But you mean Uncle Tom's Cabin.

GOVERNOR WISE
Why haven't we talked about it?

JOHN
Because we'd disagree. And disagreeing with you is so... disagreeable.

GOVERNOR WISE
Mmmn. Your mother said you weren't impressed.

JOHN
I think it is all made up. By those people who don't like us.

GOVERNOR WISE
Lots of those in Philadelphia.

The carriage takes a TURN, continues. The scenery gives way to fewer residences, deserted buildings, stables. The view goes from quaint to rundown. The carriage finally pulls up to an ugly red-brick WAREHOUSE. Over the top of the end of the building is a sign reading "LUMPKIN'S JAIL" and another "AUCTION HOUSE". A RED FLAG is displayed, along with posters on the wall. A mixed-race HAWKER, 30's, paces back and forth, RINGS bell.

HAWKER

Oh yea, oh yea! Walk on up, gentlemen! The sale is about to begin!

JOHN

A slave auction?

GOVERNOR WISE

The thing that those people in Philadelphia don't like us for.

The carriage door SWINGS OPEN. John climbs down. Looks back.

JOHN

You're not coming?

GOVERNOR WISE

Never known you to need help. In making up your own mind.

The carriage door SHUTS. John is a little startled. Why is this happening? He starts toward the brick building.

6

INT. AUCTION HOUSE - NIGHT

6

Young John Wise enters, unsure, tentative. The interior is DARK and SQUALID, SHADOWY, lit by lamps.

HAWKER

A fine lot of slaves, belonging to the estate of the late Colonel William Jasper of Amelia, sold for no fault but to settle the estate! We got all kinds: old ones, young ones, men and women, gals and boys!

CLOSE ON an African-American Woman, MARY LUMPKIN, tending to the crowd of customers, handing out drinks on a platter.

HAWKER (CONT'D)

Gentlemen, what we have to offer here at Hell's Half Acre is so damn good, Ole Mr. Lumpkin even married himself one of 'em!

Eyes TURN to Mary Lumpkin. LAUGHTER breaks out among the smarmy Buyers.

Anger FLASHES in Mary Lumpkin's eyes.

John walks forward, wide-eyed, passes groups of MALE SLAVES lined up for inspection. BUYERS move down the line and look them over like they were cattle, horses, livestock - looking into open mouths, checking teeth, handling arms and legs...

HAWKER (CONT'D)

You won't find the mark of a whip
on one of them! This is the best
group of dining room servants, farm
hands, cooks, milkers,
seamstresses, washerwomen, and a
most promising group of sassy young
females just ready to breed!

John sees a tearful young SLAVE GIRL, 13 or 14. He SMILES at her. She TURNS to reveal that she is pregnant. John loses his smile, turns away... He comes to a sale in progress. On the raised stand is a SLAVE FAMILY: mother, father, and two children. The Mother, MARTHA ANN, mid 30's, stands out front, on a separate block.

HAWKER (CONT'D)

Martha Ann, here, is the favorite
of the household. Perfectly
healthy, with no blemish at all.

John looks at Martha Ann, who trembles, eyes to the floor. He looks at the BUYERS, circled around the front of the auction block, like human vultures. Behind, her husband, ISRAEL, late 30's, and two young CHILDREN, a boy and a girl, ages 5 and 8. The children CLING to one another, frightened.

HAWKER (CONT'D)

I offer Martha Ann with a reduced
price, because it is the wish of
all concerned to keep them
together.

The Hawker CLEARS his throat.

HAWKER (CONT'D)

Now Israel, here is not what you
call an 'able bodied man', having
broke his leg in the field which
didn't exactly mend right. But he
can do all kinds of light work, and
you can have him and the young'uns
mighty cheap.

Heads SHAKE. The slave, in a shaky voice...

ISRAEL

I can do as much as anybody, and
masters, if you'll buy me and the
children and Martha Ann, God knows
I'll work myself to death!

Martha Ann turns and looks back to Israel. The Hawker POINTS
to this bidder or that. No bids.

HAWKER

No bids at all. Going once... going
twice...

MR. ARMISTED, 75, silently raises four fingers.

HAWKER (CONT'D)

Sold! Will you take Israel and the
young'uns with her? No.

Martha Ann holds her breath, we CLOSE on John, as...

ARMISTED (O.S.)

Well...I'm afraid no. I'm lucky to
be able to afford one as it is. I
don't need no more mouths to feed
than hers.

Martha Ann has tears now STREAMING down her face as she looks
back to Israel and her children.

ARMISTED (CONT'D)

You'll have more children, missy.
You'll see.

Martha Ann is pulled from the block. The children SHRIEK,
then STRUGGLE to break out of their fetters and reach their
mother. John turns away, walking slowly, then more QUICKLY
out of the building, past the other slaves, past the young
PREGNANT GIRL, breaking finally into a TROT. As we SMASH
TO...

7

EXT. VIRGINIA MILITARY INSTITUTE - DAY

7

An impressive fortress-like military building.

SUPER: VIRGINIA MILITARY INSTITUTE - FIVE YEARS LATER

CADETS criss-cross the green quadrangles, going between
classes, military exercises. CLOSE on ROBERT, 14, a baby-
faced newcomer, looking in every direction like a tourist as
he DRAGS a heavy STEAMER TRUNK across the courtyard. PULL
BACK TO...

...two senior cadets, busy cleaning a musket, but watching the boy. SAM ATWILL, 17, athletic, blond and blue-eyed with a mischievous smile. Something about Sam hints even now that he is a cynic, a rebel, a man apart. His companion is BENJAMIN 'DUCK' COLONNA, 17, short and square, easy-going, a born frat boy who just wants to enjoy life.

DUCK

Think he'll do? He's a rabbit, a mouse.

SAM

Perfect for Johnny. It's like he's shipped from heaven. Round up the boys.

Duck takes off. Sam ambles over to the kid. With a charming smile, he gently pulls the trunk from the boy's hand.

SAM (CONT'D)

Good morning, young sir! Let me give you a hand to the barracks.

The kid just stares. Star-struck.

ROBERT

But sir. You're an upperclassman.

SAM

(laughs)

This is true. But one day, you'll be magnificent yourself, and somehow repay my kindness.

The kid is dazzled. Doesn't realize he's being teased. Sam holds out his hand...

SAM (CONT'D)

I'm Sam, sonny. Let's show you the ropes.

LONG ANGLE. The boy shaking Sam's hand. Sam dragging the trunk toward the barracks.

8

INT. BARRACKS - DAY

8

As Sam and the kid enter a barracks dormitory, they see three cadets polishing their boots, brass, cleaning weapons. Duck and two others.

SAM

Well, imagine this, a welcoming committee. Robert, meet some of the boys. This here is Duck...

Duck steps up with a grin. Shakes the kid's hand.

DUCK

Pleasure to have you with us. Let's
get you unpacked.

Duck begins to OPEN the boy's trunk. But as Robert starts to
object...

SAM

Now this is Jack Stanard. A real
soldier and a hard-ass. But if you
want to grow up a man, pay
attention to Jack and not me.

JACK STANARD, 17, is chiseled from stone. Clear eyes, a
brilliant mind behind them, a super-fit body. A natural
leader in the establishment mode, and clearly he only
tolerates Sam. But he nods to the kid. Nice to meet ya.
Meanwhile, Duck is unpacking.

SAM (CONT'D)

This handsome creature is our
resident Jew. His name is actually
Moses, and he's an artist. He's got
the best heart of the bunch, so if
you ever need to cry on somebody's
shoulder...

MOSES EZEKIEL, 17, slender and tall and darkly handsome.
There is a kindness in his eyes, a gentleness in the voice.
He is somewhat distracted. As he sketches with a piece of
charcoal onto a piece of rough paper...

MOSES

We'll start with my telling you all
about Sammy here. So you can
protect yourself.

Sam peeks over Moses' shoulder. Eyebrows lift as he admires.

SAM

Hmmm. That's really not bad.

Moses tilts the paper away, hiding it.

SAM (CONT'D)

Can you do one of them...but
without the clothes?

Sam laughs. But suddenly...

DUCK

Uh-oh. What have we here?

Everyone looks over. Duck begins to pull from the trunk, a loaf of bread, a string of sausage.

ROBERT
Wha...what's that?

SAM
Um. Looks like food to me, son.
Anyone tell you there's a war going
on? And concealed foodstuffs is
contraband.

DUCK
Clear violation of Institute
regulations. Immediate dismissal.

SAM
Might even be criminal. Oh, Bobby,
how could you?
(to Jack)
Cadet Stanard. Could you please
fetch the Officer of the Day?

Jack not crazy about going along with all this, but he rises slowly, ambles out. Moses just watches in silence.

ROBERT
I don't know how it got there.

DUCK
Wait a minute! Are you accusing me
of planting this contraband? That
is an extremely serious...

Jack returns with a beanpole tall GARLAND JEFFERSON, 17,
blond curls, an aristocratic bearing, an elegant uniform.

SAM
Garland, we have a situation here.
Contraband has been found in this
child's trunk, he denies knowledge
of it.

ROBERT
Perhaps my family...

GARLAND holds a stiff hand for SILENCE. Nods, thoughtfully.
His cold gray eyes pierce poor Robert.

SAM
(to Robert)
This is Cadet Jefferson, Officer of
the Day, whose jurisdiction covers
this matter.
(MORE)

SAM (CONT'D)
And since his family are direct
descendants of Thomas Jefferson and
own the eighth largest plantation
in...

GARLAND
Hush, Atwill.

Everyone falls silent. Robert is terrified.

GARLAND (CONT'D)
If I take charge, this goes to the
faculty, it ends horribly for the
boy.

ROBERT
Oh, please sir...

SAM
(to Garland)
Can we have Duck fetch John Wise?
And handle this within the
barracks?

Garland pretends to be uncertain. Sam nods to Duck. Run! Go!
And Duck dashes off. Robert draws a breath to plead, but Sam
puts a finger to his lips. Shhh! JOHN WISE now enters the
barracks, Duck trailing behind. Wise has grown into the
charismatic leader of this disparate band. The only one
respected, followed, by all. He takes over the room just by
entering it.

SAM (CONT'D)
Bobby, this is John Wise. Our
unofficial Chief Magistrate. His
father was once Governor of this
commonwealth, so he's as close to
being an aristocrat as you could
find in a democracy.

Wise ignores this. Steps directly to Robert.

WISE
Son. Look in my eyes. Tell me the
truth as if your very life depended
on it. Did you do this?

ROBERT
(tears welling)
No sir. I swear on my father's
soul.

WISE
(to Garland)
I believe this child. I ask that we
be allowed to settle this here.

Garland thinks. Nods.

WISE (CONT'D)
You understand, son, if this comes
out, it would be bad for Cadet
Jefferson. Therefore, there must be
evidence of punishment. Will you
submit to a caning?

Robert is scared. But this is his only chance at salvation.

ROBERT
Yes sir. And thank you for being
so...merciful.

Garland goes to the wall locker. There is a massive CANE
which seemed hung for decorative purpose. Garland takes it
down.

Duck motions to Robert. Take your shirt off. Terrified, but
knowing there is no way out, Robert begins to unbutton as
Garland continues CRACKING the fearful cane. Jack and Moses
look only to Wise. What are you going to do? Robert finishes
with his buttons, slips the shirt off. His eyes are wide and
glassy. We can feel his heart beating from here. Wise steps
to him. Takes the shirt. Waves to Garland, who lets the cane
hand fall to his side. He gestures to the boy to sit on that
bunk over there. Robert does. Wise comes to him, crouches
before him.

WISE
First year cadets are known as
rats. You are a rat, but you are a
special rat.

Do you understand?

WISE (CONT'D)
You are my rat. And under my
protection. And the protection of
all here.

Robert's eyes are spinning. What is happening?

WISE (CONT'D)
Are you with us, Robert?

ROBERT
Oh, yes. Oh yes, sir.

WISE

Always remember the horrible injustice that you thought was going to befall you here. The unfairness of arbitrary power. Of one human using his authority over another without decency or conscience...

ROBERT

(blurts out)

Like some people treat their slaves?

Silence. Robert is suddenly afraid he's said just the wrong thing.

WISE

We were thinking of senior officers abusing younger ones. And of the need to instill a code of honor that transcends the temptations of power.

Wise puts his hand on Robert's shoulder.

WISE (CONT'D)

You are hereby raised above the level of the common rat. And shall be known in this company as Sir Rat.

And the newly christened SIR RAT swells with pride.

SAM

Now put your shirt on, son. Before we're tempted to choose a healthier specimen.

CLOSE SHOT of Sir Rat's exposed ribs.

WISE

You hungry?

ROBERT

Oh, yes, sir! Food getting scarce back east.

WISE

But we got us a secret source. You ready for a little "midnight requisition"?

Sir Rat is PUZZLED.

SIR RAT

What?

SAM

Never mind. It's a tradition.

WISE

Which means it is okay.

The new cadet nods in agreement.

WISE (CONT'D)

Think of it as...training. Let's go.

9 EXT. BAKERY - NIGHT

9

Under glowing LAMPLIGHT, the inside of a BAKERY. With a brick oven, platters, and a table with LOAVES of bread. PULL BACK to see... ..our cadets. Wise gently turns the handle of the back door, pushes one inch at a time. CREAKS. Moses PULLS UP on the bottom of the door. The CREAKING STOPS. The Cadets creep into...

10 INT. BAKERY - NIGHT

10

Wise at the table, the steaming loaves of bread. He reaches up... SLAM! The door CRASHES shut behind them. Sir Rat JUMPS into Wise's arms. All heads SNAP around... Blocking the door is a MASSIVE Black Man, ANDERSON DANDRIDGE, aka "Old Judge", 50's, the Institute's head cook and baker. He holds a menacing MEAT CLEAVER. In his other hand, a LAMP.

OLD JUDGE

That you, John Wise?

WISE

Yes, it sure is. Evenin', Judge.

SLAM! The meat cleaver SLAMS down onto a wooden table top, Sir Rat's eyes are HUGE.

JACK

No need to be afraid of Old Judge, boy. He's just a slave.

OLD JUDGE

Just a slave, Mr. Stanard? I may be property of the Institute...but I have the ear of the Superintendent and the full trust and confidence of the Commandant. I am the master of this bakery.

MOSES

You also have a cleaver.

OLD JUDGE

This establishment is off limits.
Just coming here gets you five
demerits.

WISE

Oh, Judge. We are powerful afraid
of those demerits.

Old Judge knows the teasing is friendly. He fights to retain
his scowl.

OLD JUDGE

Nothing worse in a time of conflict
than a thief of food.

WISE

(murmurs to Sir Rat)
Tell him why we're here, son.

SIR RAT

We're real hungry. Mr. Judge. And
those loaves smell awful good.

(beat)

I'm new, just today, but Mr. Wise
says the bread is the best part of
this school.

Does the compliment get to Old Judge?

WISE

Sir Rat. Lift up your shirt. Show
the judge what you showed me.

He does. Exposing his ribs, his sunken belly.

OLD JUDGE

Go get yourself one of those
loaves, son. I suspect I can spare
three. Four.

The boys move forward. Begin to tear off pieces of the
steaming bread. All but one.

WISE

I'm not here for a handout, Judge.
I'm here to negotiate a business
arrangement.

OLD JUDGE

With a slave?

WISE

No. With the master of this bakery.

A held look. The old man nods.

WISE (CONT'D)

You've seen the best of us on the shooting range.

OLD JUDGE

Jewish boy is the best. Then you. The soldier and the grifter are pretty fair, but I wouldn't choose between them, cos there is a feud there. Of sorts.

Jack looks away. Sam grins. Old boy got that right.

WISE

We'll shoot some squirrel, some rabbit, possum. Harvest a fugitive chicken or two...

OLD JUDGE

(finally smiles)

Runaway slave chicken. Ring his damn neck.

WISE

Your people share in the meat. We liberate some bread. This man here, code name Sir Rat, will organize the transportation of cargo. He is small. No one will suspect.

Hmmn.

OLD JUDGE

And when his children get caught? Who does Sir Rat rat on? It's just a little more serious for some than for others.

WISE

When it comes crashing down. It will not fall on you.

The look holds.

WISE (CONT'D)

You have my word.

11 EXT. PARADE GROUND - DAY

11

On the dais of the sweeping green PARADE GROUND, Superintendent, COLONEL FRANCIS H. SMITH (50), known as OLD SPEX, stands with other uniformed FACULTY and STAFF, including colorfully dressed LADIES, who are seated. CLOSE IN on VERY YOUNG faces in uniform, sweating, shouldering heavy Austrian muskets. Cadet leader Jack Stanard steps forward, SOUNDS OFF and SALUTES the Superintendent with his sword.

JACK

Sir, the Battalion is formed. All present or accounted for, sir!

IN THE RANKS, CLOSE ON the exhausted SIR RAT in the rear ranks of one unit. Sir Rat STRUGGLES to hold the heavy Austrian musket vertical on his shoulder. His eyes ROLL BACK, he starts to COLLAPSE. His musket SLIPS from his hand and SLAMS DOWN onto the top of his foot. SMASH!

Sir Rat's eyes BULGE HUGE and his mouth opens to SCREAM, but the SCREAM is STIFLED by Sam's hand from behind. Duck's hand GRABS the musket before it can fall forward and hit the Cadet in front of Sir Rat. Sam gently lays Sir Rat on the grass. He's out cold. Sam and Duck look around. Sam nods toward a RESIDENCE at the edge of the parade ground.

12 EXT. RESIDENCE PORCH - DAY

12

Duck waits with the passed-out Sir Rat. Sam KNOCKS on the door, which is OPENED by... ...LIBBY CLINEDINST, 17, a breathtaking brunette with deep brown eyes. Sam just blinks to see such a surpassingly beautiful girl staring at him with open and comfortable expression.

LIBBY

Can we help you?

Sam turns to look at the unconscious boy lying at Duck's feet.

LIBBY (CONT'D)

Is he dead?

SAM

Well, what kind of a thing is that to say?

She gives him a flat look, and leaves. Great. Now he's insulted the most exquisite creature he'll ever meet. Her MOTHER appears in her place.

MRS. CLINEDINST
Oh my goodness. He's not dead, is he?

SAM
No, Ma'am. Notwithstanding what that girl decided to the contrary.

MRS. CLINEDINST motions for the boys to bring Sir Rat inside.

MRS. CLINEDINST
Well, young man, that girl is my daughter. We are visiting the Gilhams. We are not from around here, my daughter has never seen a Cadet before, and she would have no idea what is normal or not normal in these parts. And all she 'decided' was that there was an intellectually impaired Cadet at my door. With, perhaps, a drunken colleague.

13 INT. GILHAM RESIDENCE - DAY

13

Mother and daughter set upon Sir Rat. Libby brings a basin of water and tenderly wipes Sir Rat's brow, then RUBBING his hands between hers. While Mom is feeding Duck a snack, Sam has his moment alone with nurse and patient.

SAM
You not from around here?

LIBBY
I should say not. We live in New Market.

Sam is getting nowhere.

SAM
What's my friend eating?

LIBBY
It's called a sandwich.

She never looks up at him.

SAM
Is that from around here?

LIBBY
(still working)
It's from England. You know, we're not at war with them any longer.

SAM
Well. It's only been 80 years.

LIBBY
Actually, 88. Just don't want you
going around shooting stray English
folk.

He has no comeback. She still never looks at him.

LIBBY (CONT'D)
Is that the best you can do?

Best?

LIBBY (CONT'D)
At conversation.

Sam is so flummoxed, he just leaves.

LIBBY (CONT'D)
Pleasure chatting with you.

14 EXT. WHITE HOUSE - NIGHT 14

Union SOLDIERS stand guard. A commercial carriage pulls up.
Out steps GRANT and his AIDES.

15 INT. WHITE HOUSE - NIGHT 15

SUPERIMPOSE: THE WHITE HOUSE WASHINGTON, DC 1864

President Lincoln confers with Secretary of State SEWARD and
Secretary of War STANTON. Lincoln seems exhausted. His deeply
lined face gazes out the window at Grant's arrival.

LINCOLN
Tell me this one is different.

SEWARD
I hope so. We think so.

STANTON
He's not afraid to take action.
That's a welcome change from
McClellan.

Lincoln isn't so sure.

LINCOLN
Is he a threat?

Long pause.

SEWARD

He says no. Claims he has no interest in being President.

LINCOLN

And you believe him?

STANTON

If we don't show some real progress in the next few months, Mr. President, you will lose the election to General McClellan.

SEWARD

That's the risk we know. Let us deal with that.

LINCOLN

After Vicksburg, they called Grant a butcher.

STANTON

Which may be precisely what we need.

16 INT. SITTING ROOM - LATER

16

Grant shown into a room where Lincoln sits reading under a cut glass lamp. He rises.

LINCOLN

Congratulations on your victory. And your promotion.

GRANT

Are you all right, sir?

LINCOLN

(half smile)

Are you referring to the fact that I appear to have died a month ago?

No response.

LINCOLN (CONT'D)

They say you are the General my country is praying for. They also say you fight like a savage.

GRANT

I would agree with both.

Searches Lincoln's eyes for resistance. Finds none.

GRANT (CONT'D)

War is not opera, not theater, it is for winning. Winning ends the death. Ends the destruction. Starts the healing.

LINCOLN

And to win. Brutality is required.

GRANT

Each game has its rules, Mr. President. Do we play chess? Or war.

LINCOLN

If I were to name you General-In-Chief...?

GRANT

(calmly)

I will strike our enemy at all places and at all times. I will take away his crops, his animals, the food he has stored, his railroads, his factories, his transportation, his shelter, his fuel, his clothing, his gunpowder, his salt, his steel, his armaments...and I will take from him the flower of his youth.

Grant glances to the photo of Lincoln's deceased son.

GRANT (CONT'D)

I will destroy everything my enemy loves, and anything else that may give him the means, or the hope to prevail.

The look holds between them. Straight and unblinking.

GRANT (CONT'D)

Do you see me as a monster, Mr. President?

A beat.

LINCOLN

I see you as a true General. And perhaps in this particular war. Those are the same.

17

INT. CONFEDERATE CAPITOL - DAY

17

SUPERIMPOSE: CONFEDERATE STATE HOUSE, RICHMOND VIRGINIA

The august body has erupted in SHOUTS and finger pointing. Sitting above the chaos in a witness chair is GENERAL ROBERT E. LEE, elegant, composed. The SENATE PRESIDENT BANGS the gavel repeatedly. The murmur CONTINUE.

The SENATE PRESIDENT BANGS the gavel again. It gets quiet.

REVERSE ANGLE to see HENRY WISE, young John Wise's father, now five years older, in the uniform of a MAJOR GENERAL of the Confederacy.

FORMER GOVERNOR WISE
General Lee. If you please, sir?

Lee nods.

FORMER GOVERNOR WISE (CONT'D)
Our forces are engaged fully on the eastern side of the Blue Ridge. In the Wilderness. Other Federal forces threaten Virginia from the West. And now, rumors fly that Grant has organized an invasion of the Shenandoah.

The room quiets. They know this is the dilemma of the hour.

FORMER GOVERNOR WISE (CONT'D)
And what is your plan, sir?

The room HUSHES. Lee, calm, aristocratic, approaches the podium.

LEE
I have appointed John C. Breckinridge to organize and command defense of the Valley.

Murmurs, whistles, anger.

FORMER GOVERNOR WISE
But, given General Bragg's disapproval of General Breckinridge, and the very unsatisfactory outcome of Chattanooga-

LEE

-General Breckinridge has my highest confidence. He is my choice.

FORMER GOVERNOR WISE

But the Valley? Shenandoah?

Murmurs.

LEE

Shenandoah is certainly our breadbasket. Railroads, livestock, corn and wheat. I can think of no better man to organize and plan for the defense of the Valley than General Breckinridge, but, gentlemen, I do not believe he faces an immediate threat. At this time.

Murmurs of dissatisfaction and disagreement. Lee looks, aside, to Governor Wise, quietly.

LEE (CONT'D)

I understand you lost your oldest son. At Roanoke Island.

FORMER GOVERNOR WISE

That is correct.

LEE

And you have another son. A cadet at the Virginia Military Institute?

FORMER GOVERNOR WISE

His name is John.

18 EXT. DIRT ROAD - LATE AFTERNOON

18

On the side of the mountain, two Confederate CAVALRY OFFICERS, lean forward in the saddle, up a narrow mountain roadway.

One is General JOHN C. BRECKINRIDGE, former Vice President under James Buchanan, a long-haired, handsome gentleman. With him, his AIDE, MAJOR CHARLES SEMPLE.

19 EXT. MOUNTAIN TRAILS - DAY

19

Breckinridge, Semple, and a Confederate PARTISAN LEADER break out into the open, at the Mountain Peak, to reveal a truly breathtaking, COMMANDING VIEW. Looking North.

Two VALLEYS, two RIVERS, VILLAGES and TOWNS on either side.
Hemmed in by two MOUNTAIN RANGES.

BRECKINRIDGE

The only way back across the Blue
Ridge and into General Lee's flank
is way down there...

Breckinridge looks back SOUTH, over his shoulder.

BRECKINRIDGE (CONT'D)

...at the New Market gap.

A moment of silence.

BRECKINRIDGE (CONT'D)

And so that is where Grant will
send them.

MAJOR SEMPLE

Sir, General Lee does not believe
an attack will come this Spring.

BRECKINRIDGE

He's dead wrong. The Federals will
come. And soon.

It is a moment of grim silence. Breckinridge looks North.

BRECKINRIDGE (CONT'D)

Inform the division commanders to
concentrate the Army and move at
best speed towards New Market. I
need everything they've got.

(looks to Semple)

Now!

SEMPLE

Sir. You're asking me to tell
command. That General Lee. Is
wrong.

BRECKINRIDGE

Thank God, you've been listening.
Now I won't have to repeat my
order.

Still staring out.

BRECKINRIDGE (CONT'D)

Because if I were a wolf. And Lee
were a lamb. New Market Gap would
be his throat.

He looks over at his aide.

BRECKINRIDGE (CONT'D)
Just tell General Lee to send me
troops. (beat) The wolf will come.

20 EXT./INT. BAKERY - DAY

20

Moses lugs a heavy musket over his shoulder. Tucked into his belt is a folder paper and a sketching charcoal. Moses holds a bundle of small game - a few squirrels, two rabbits. The DOOR OPENS. Old Judge checks out Moses quickly, is CONCERNED, ushers him into the bakery and quickly CLOSES the door.

OLD JUDGE
We got our delivery, son. Johnny's
rat-boys.

MOSES
I know. This is from me. This is
extra.

The old man studies him.

OLD JUDGE
One slave to another?

MOSES
Not exactly. I just thought...

His dark eyes soft and steady. Unblinking

MOSES (CONT'D)
You'd know some families could use
these.

OLD JUDGE
Course I do. And this ain't about
your people and the Pharaoh? And
feeling something these other boys
can't feel?

Old Judge notices the paper in his belt.

OLD JUDGE (CONT'D)
What you got there?

MOSES
Oh. Nothing.

OLD JUDGE
You let me be the judge of that.

Old Judge has his hand out. Insists.

Moses hands over sheathe of papers. Old Judge looks through them. Charcoal on paper. Studies of figures. A rabbit. A squirrel. The next one is a surprise...

OLD JUDGE (CONT'D)
Well, my, my. Look at this.

It is a young girl. A young slave girl, working in the fields. The detail is exquisite. Old Judge studies the drawing for a long moment, fighting back emotion.

Moses is ready to leave. Old Judge looks up.

OLD JUDGE (CONT'D)
Well then. (points to the game)
I thank you for these. There are
some children who won't be hungry
tonight.

Old Judge hands Moses the sketches, carefully.

OLD JUDGE (CONT'D)
And the next time you come? I want
to see some more of your work.

Moses nods.

21 INT. GRANT'S FIELD HEADQUARTERS - DAY

21

Inside a huge military tent. Blue uniforms. MUD on boots. General Grant, rumpled, stands in front of an expansive table, covered with maps. Smokes a cigar. Studies the layout, as AIDES follow his every gesture. Grant SLAPS a pointer on the map, motions up, sideways, down.

GRANT
We hit him from all sides. Alabama,
Tennessee, Virginia. But we break
his back in Virginia. I am
decisively engaged against Lee's
Army on this side of the mountain.

CLOSE IN ON MAP which shows what Grant is pointing at.

GRANT (CONT'D)
But here is my problem, gentlemen.
I must protect our forces from a
flank attack. From the Valley.
Through this mountain gap.

His finger STOPS on a point.

GRANT (CONT'D)

Here. At New Market Gap. We come in from the north. Shenandoah is Lee's breadbasket. An army cannot fight without food.

He smiles.

GRANT (CONT'D)

First, we cut off his food. At the same time, we block any support he might receive from his forces in the Valley.

He steps back, admires his work.

GRANT (CONT'D)

It is a killing blow.

He paces. Studying the FIGURES of TROOPS on the map. Nods.

GRANT (CONT'D)

So General Sigel will assemble a force consisting of a eight regiments of infantry, a division of cavalry, and five batteries of artillery, numbering over 9,000 men and 28 guns. Against these 9,000, the Confederates will have fewer than 1500 cavalry and militia to guard the Gap.

Grant takes a LIGHT on his cigar from an Aide.

GRANT (CONT'D)

Franz Sigel is a politician. Not a soldier. But all he has to do is get to the railroad.

Grant thinks on what he's just said.

GRANT (CONT'D)

Reckless to trust him, no matter how great his advantage.

Turns to his chief AIDE...

GRANT (CONT'D)

Attach young DuPont with his artillery, along with a regiment of Ohio boys. They'll come in handy.

Nods to himself. Satisfied.

GRANT (CONT'D)
 It's a turning point. When we break
 through, we'll have Lee caught
 between us and Sherman.

He takes a long pull on the cigar. Examines a telegram. Taps
 it with pleasure.

GRANT (CONT'D)
 And Sherman thinks he can take
 Atlanta.

He smiles.

GRANT (CONT'D)
 Now there's a man with ambition.
 He'll burn it to the ground.

Grant DROPS his match into the grass, which catches FIRE. He
 watches it burn, then STOMPS it out.

22 INT. BRECKINRIDGE'S TENT - DAY

22

Semple enters to see Breckinridge reading a letter. And
 smiling fondly. Semple pauses to watch.

SEMPLE
 Your daily briefing from Mary?

BRECKINRIDGE
 Oh yes. Since she turned ten, she
 won't let me run the war without
 her.

SEMPLE
 Well, then. What would she say
 about the New Market Gap?

BRECKINRIDGE (SQUINTS)
 Let's see. Well. So. Grant has a
 big problem.

SEMPLE
 How fortunate!

BRECKINRIDGE
 The only sizeable force he has to
 throw at us belongs to Franz Sigel.

SEMPLE
 Who outnumbers us two to one.

BRECKINRIDGE

Mary would caution that Grant knows Sigel is an idiot so will send an actual soldier with him.

He folds the letter.

BRECKINRIDGE (CONT'D)

On the other hand. Sigel will be offended and resist the help.

SEMPLE

(trying to follow)

So then, we're good?

BRECKINRIDGE

We break Grant's back and win the war. Unless of course, we fail to get the troops I've requested here on time.

He shrugs.

BRECKINRIDGE (CONT'D)

In which case. We lose the war. It's my fault. It's our fault. And from the Union gallows next to yours, I will probably remark that I told you so.

His smile is easy. The eyes are steel.

SEMPLE

I'll just go. Check. On those...

BRECKINRIDGE

...reinforcements? What's your rush?

23

INT. UNION GENERAL FRANZ SIGEL'S HEADQUARTERS - NIGHT

23

In contrast with the sparsity of Grant's HQ, a drawing room in a commandeered house. Opulent furniture and decorations. On a table, ornate, colored maps. The room is filled with nicely dressed STAFF OFFICERS in Union blue uniforms. General FRANZ SIGEL, a martinet in meticulous dress uniform, speaks in a mixed dialect, but mostly GERMAN. He is approached by CAPT. DuPONT, the officer sent by Grant.

DUPONT

General Sigel, my respects. I have the honor to provide artillery support for your advance.

SIGEL

Welcome, dear Captain. You have been sent by General Grant to spy on us, yes?

DUPONT

I wish only to provide the best possible support for your command. General, do we have maps of the route? Any intelligence of the enemy dispositions and intentions?

Sigel stares for a full moment.

SIGEL

General Grant is your patron. Let him provide whatever you need.

Turns his back.

SIGEL (CONT'D)

Thank you, Captain. That is all.

And rejoins his aides at the maps.

DUPONT

No, General. Thank you.

He turns his back. Walks out. Sigel is not amused.

24

EXT. RESIDENCE - EVENING

24

In the growing dark, Sam stands outside the Gilham home. At last, the door opens. A young woman with a lantern.

LIBBY

Do you need to come in?

SAM

Better not. Given my problems with conversation.

She smiles. And he knows he has a chance.

LIBBY

A wise boy. Shall I bring you something?

SAM

A conversation. Would be nice.

We watch her decide. She turns away. Places her hand on the knob. And CLOSES the door.

She walks unhurriedly down the porch steps. But he doesn't move. So she comes to him. Holds up the lantern.

LIBBY

Are you counting on an
uncontrollable attraction to the
uniform?

SAM

Wouldn't help. You'd quickly find
out I'm not much of a soldier.

And she smiles again. A little twist at the corner of her mouth. His honesty is daring and she likes it.

SAM (CONT'D)

I don't believe in anything enough
to fight for it...

Takes a breath.

SAM (CONT'D)

Until tonight.

Oh my goodness. The girl smiles a tight smile.

LIBBY

And what is that, Mister...?

SAM

Sam. Mr. Sam.

LIBBY

That you believe in. Tonight.

He walks in silence. And without warning...

SAM

That what seems superficial
attraction...

And looks to her eyes.

SAM (CONT'D)

Can be love at first sight.

A breathless moment. Her eyes flicker.

Wise, Jack, Moses, winding down their day. Sir Rat comes RACING in. Straight up to Wise. What's happened?

SIR RAT
It's Old Judge, sir.

WISE
Is he all right?

SIR RAT
I came to the bakery. To make our
delivery. And the soldiers were all
in there with him...

MOSES
Dear God.

SIR RAT
And he saw me. Through the glass.
And he waved at me to run away. So
I did.

A held look.

WISE
Do you know where they took him?

SIR RAT
To the faculty Captain they call
Chinook.

Moses is putting on his jacket. Wise shakes his head.

WISE
Jack. Get Jefferson.

26 INT. STOCKADE - NIGHT

26

Old Judge sits on the earthen floor of a tiny, dark cell. He is haggard, and though stoic, has aged a decade. The cell door OPENS...

...Wise, Moses and Sir Rat enter. John sits on the earth, just facing Old Judge. No room for the other two, they lean back. Moses against a wall. Sir Rat against the metal bars.

WISE
Was it very bad?

Judge SHRUGS. Wise looks as though he is being whipped himself.

OLD JUDGE
Ain't gonna be nothin' compared to
the hangin'.

SIR RAT

That's crazy, sir, they need the
Judge and they all love him.

The old man looks at the boy.

OLD JUDGE

They can't need a slave, son. They
can't.

MOSES

But they can forgive one.

Old Judge has to smile.

OLD JUDGE

Oh, yeah. Capt. Chinook just
dripping with the honey of
forgiveness. Positively scriptural
he gonna be...

There's a rude BANGING at the bars. A CADET GUARD give a
sharp head snap. Time to go.

Wise gets to his feet. The door opens.

MOSES

I'll stay.

Eye contact between the two boys. Okay.

OLD JUDGE

Johnny.

Wise turns.

OLD JUDGE (CONT'D)

Weren't your fault. Hungry got fed.

WISE

I promised.

The old man smiles.

OLD JUDGE

Usual it's the other way 'round.
Old men write checks the young ones
have to cash.

Yes?

OLD JUDGE (CONT'D)

That's war, ain't it?

Wise has tears in his eyes.

WISE
I'm comin' back for you.

27

INT. CHINOOK'S OFFICE - MOMENTS LATER

27

CAPT. CHINOOK sits behind his oaken desk. He looks more like an academic than a soldier, despite the uniform. Round spectacles. Eyes that are not unkind.

CHINOOK
You don't favor hanging Old Judge,
hmmn?

He is speaking to Wise, who is flanked by Garland and Jack. Sir Rat back toward the door.

WISE
He fed people who were starving.

CHINOOK
Hanging is the consequence when a
slave steals that food.

WISE
But he didn't steal it. I did.

Chinook's eyebrows JUMP.

JACK
No, I did.

GARLAND
No, Captain, it was I.

SIR RAT (PIPES UP)
I did it, sir.

Chinook's eyes flicker. We can't know his reaction.

WISE
And I bring the confession of Moses
Ezekiel, so five gallows then.
Shall I organize a detail to assist
the hangman?

CHINOOK
You know you won't be hanged. Are
you so willing to end your careers?

WISE
Who would offer a career to five
dishonorable men?
(MORE)

WISE (CONT'D)

And what satisfaction could such a life bring?

CHINOOK

You, too, Stanard? Jefferson?

JACK

Honor is honor, Sir. It is the most precious quality. In our profession.

GARLAND

Above obedience. Above courage. Above all.

Chinook is losing this battle.

WISE

All for one, sir.

SIR RAT

See, that's the honor thing. Sir.

Chinook's first smile. Can't help himself.

CHINOOK

Get out of my sight. And don't be late for morning class.

28

INT. BRECKINRIDGE'S TEMPORARY HEADQUARTERS - DAY

28

Semple enters the tent. Breckinridge pouring over maps, looks up. He's been waiting for this. Semple shakes his head. Breckinridge can't believe it.

SEMPLE

Still no trains.

Silence. Frustration.

BRECKINRIDGE

So Echols and Wharton are joining us on foot.

SEMPLE

Still 36 mules for Echols, 60 for Wharton. Sigel will...

BRECKINRIDGE

Will beat us to the Gap.

SEMPLE

So there is. The one. Solution.

Breckinridge is already shaking his head.

BRECKINRIDGE
Your schoolboys.

SEMPLE
Just in reserve.

BRECKINRIDGE
And what would they be 'in reserve'
for, Charlie?

Semple stands there and takes it. Holding back.

BRECKINRIDGE (CONT'D)
They are 'in reserve' to fight if
needed, and if we find ourselves in
the very worst of circumstances...
Are you listening?

Semple steps up, holding back, puts a SHAKING hand onto a
table.

SEMPLE
(slowly)
Yes, they are young. And yes you
have told me on six occasions these
last four days that under no
circumstances will you permit them
near the Gap.

A long look.

SEMPLE (CONT'D)
But yes, here we are, sir, at
precisely those circumstances.

29 EXT. QUADRANGLE - EVENING 29

Moses and Jack run across the quad to the barracks.

30 INT. BARRACKS - MOMENTS LATER 30

Duck seated on the side of his bunk. His hands clenched
together. Eyes locked on them in a glassy, uncomprehending
stare. Sam sits, unnoticed, at his feet. Moses and Jack
enter. Sam and Wise share a look. This is bad.

WISE
(softly)
The yankees burned the mill. His
home.

Duck begins to cry. He looks to Sam. Tell them.

SAM

His sister Margaret, and his baby
brother Benjy...

He looks to John Wise.

DUCK

Take me. Where I can get revenge.

31 EXT. COURTYARD - NIGHT

31

Breaking the silence of night, HOOFBEATS CLATTERING ON
PAVEMENT. A UNIFORMED RIDER, Charlie Semple, hurriedly
DISMOUNTS. He is met by an armed sentry.

32 INT. SUPERINTENDENT'S QUARTERS - NIGHT

32

Staff Captain Chinook and another officer stand in front of
Superintendent Smith's bed. "Old Spex", is sick in bed,
HACKING with a cough. The OFFICERS are unsettled.

OLD SPEX

General Breckinridge has asked that
we be prepared to act as a reserve
force.

CHINOOK

Will fewer than 300 boys make a
difference? Is the situation
really that dire?

OLD SPEX

General Breckinridge would not have
asked otherwise. I am too ill at
this time to accompany you
gentlemen. I have promised General
Breckinridge that you will be in
Staunton by Thursday.

CHINOOK

(disbelieving)

Thursday? May 12th. Staunton?

33 INT. CADET BARRACKS ROOM - NIGHT

33

Slumber is INTERRUPTED by DRUMS beating out a rolling call to
ASSEMBLE. Sam opens weary eyes, ANNOYED. Garland enters in
full uniform.

GARLAND

LET'S GO, BOYS! TIME TO MUSTER!

34

EXT. CENTER COURTYARD, VIRGINIA MILITARY INSTITUTE - NIGHT 34

The DRUM ROLL continues. Companies hurriedly assemble. Cadet Officers take muster and REPORT. The Battalion stands in ranks, SILENT, waiting. Off to the side the Faculty OFFICERS, led by Chinook. Their faces at once calm and grave. Chinook holds a LANTERN over a piece of paper. All look down, READ intently. Then...

CHINOOK

Attention to orders! The enemy in heavy force is advancing up the Shenandoah Valley.

The gathered Cadets, bleary eyes, slowly waking, realizing that this is not routine.

CHINOOK (CONT'D)

General Lee cannot spare forces from the Army of Northern Virginia to meet this advance. All available forces from southwestern Virginia and elsewhere are ordered to assemble in Staunton to defend the valley.

Reality sinks in, reflected in the young faces.

CHINOOK (CONT'D)

The Battalion of Cadets of the Virginia Military Institute is ordered to march, with four companies of infantry and one section of artillery, by the Staunton Pike at break of day.

The Cadets in formation are SILENT, standing still, in SHOCK and DISBELIEF.

In front of each group, FIRST SERGEANTS and OFFICERS bark out specific orders of execution, but these are MUFFLED and FUZZY in the ears of the Cadets who have yet to comprehend the change of events just ordered.

CHINOOK (CONT'D)

(muffled, dreamlike)

...each Cadet will appear with canteen, blanket and weapon at four o'clock this morning prepared to march...

The Cadets are still dumbfounded and silent, but then...
 ...one cheer, then another, then the entire courtyard ERUPTS
 with CHEERING, hands raised into the air, in an atmosphere of
 boyish excitement and energy. But Duck looks only to the
 friend at his side, John Wise, cold anger in his face.

DUCK
 Revenge, Johnny.

35 INT. GILHAM RESIDENCE - NIGHT 35

The house is brightly-lit. WOMEN rush about, preparing for
 the cadets' departure. Libby is rolling supplies into a
 blanket, as... ...her MOTHER puts a hand on her shoulder.
 Murmurs in her ear. The reaction flickers across her eyes.

36 EXT. RESIDENCE - MOMENTS LATER 36

Libby brings her lantern to the tree where Sam is waiting.
 She wears an ironic smile.

LIBBY
 Came to say good-bye, did you?

SAM
 Absolutely. I'm going to miss this
 tree.

Pats its trunk. Glances to the cabin. What's all this?

LIBBY
 Women's work. Darning socks,
 mending uniforms. Packing food and
 blankets. Then, of course...

A sigh.

LIBBY (CONT'D)
 Pulling together bandages and
 medical supplies. For the ones who
 will follow. To help. If needed.

SAM
 Well, I hope you're not going to do
 that. It's a war, not a party.

LIBBY
 Of course not. Why would I go?
 There's nothing I believe in enough
 to fight for.

She pokes his chest.

LIBBY (CONT'D)

While you. On the other hand.

It gets very quiet between them.

SAM

Oh, yes. Love at first sight.

Her eyes lock with his. She keeps the light smile, but her breath has speeded beneath it. Quite suddenly, she... Leans up. Kisses him slowly. Slowly.

37 EXT. JUST OUTSIDE THE COMPOUND - DAWN

37

Drums ROLL. Officers SHOUT OUT orders for the Cadets to assemble. Boys hurriedly line up in four COMPANIES, MUSKETS in hand. The Fifer, two Drummers and a single Flag Bearer with the white VMI flag stand in front. Just behind, two horse-drawn CAISSONS pulling one three-inch CANNON, then horse-drawn supply wagons. The older Cadets organize the younger, check equipment, inspect gear as the units form up. 274 strong. Faculty Officers approach on horse. Chinook RISES in the saddle to announce...

CHINOOK

BATTALION OF CADETS! VIRGINIA
MILITARY INSTITUTE! FORWARD...
MARCH!

DRUMS BEAT. The FIFER plays a spirited tune, "The Girl I Left Behind Me". The Cadets are off. Those left behind WATCH.

38 EXT. STREET - MORNING

38

The Cadets pass groups of concerned local Lexington CITIZENS, Mrs. Cliendinst is among them. Sam strains to look for Libby. But she is nowhere to be seen.

39 EXT. BRIDGE - LATER

39

The first group of Cadets passes over a rickety wooden bridge spanning a stream. Boyish LAUGHTER breaks out as the boys TRAMP TRAMP TRAMP to the beat of the drums, causing the bridge to CLANK and SWAY under their weight.

40 INT. SIGEL'S TEMPORARY HQ, WOODSTOCK - DAY

40

Outside, HEAVY RAIN and intermittent LIGHTNING. Gen. Sigel, surrounded by his Aides, looks up from his map table to Capt. DuPont, who stands at respectful attention.

SIGEL

Why is the answer 'no,'
insufficient for you?

DUPONT
Because General, with all
respect...

SIGEL
There is no respect. None in your
face, your voice, your words. There
is no respect in you!

Silence.

SIGEL (CONT'D)
We stay here until I say to
advance. Send Col. Boyd and his
cavalry south to reconnoiter in
force. When I am comfortable. Is
that a word you understand,
Captain?

DUPONT
Yes, sir. I understand the word.

SIGEL
When I am comfortable. Then I will
advance.

Full beat.

DUPONT
Sir, if we don't reach New Market
Gap before Breckinridge gathers his
forces. It will be too late.

SIGEL
If I advance before I am
comfortable. That will be too
early.
(yes?)
Early comes before late. Seems
simple enough.

SIGEL (CONT'D)
Now leave my sight, Captain. Before
I make you a Corporal.

41 EXT. COUNTRY ROADWAY - DAY

41

Cadets SLOG through the rain and mud. They are SOAKED to the bone, miserable. Mile markers on the side of the road: "5" miles to Staunton. We find our seven Cadets in the ranks. Sam marches beside Duck, whose eyes are fixed, determined. Jack and Garland in the lead, Jack looking back to where Moses and Sir Rat flank behind. Jack drifts back. Nods to Wise to join him for a moment. Wise comes over.

JACK
Why isn't the boy with his fellow
rats, Johnny?

WISE
Because he's my rat, Jackie. My
personal aide. Don't you think I'm
important enough to merit an
entourage?

They keep walking.

JACK
Want to tell me what that's about?

WISE
It's about protecting the
vulnerable. The defenseless. Isn't
that what we do as soldiers, Jack?

Jack smiles.

JACK
Well what the hell. You just might
be a better soldier than I thought.

An honest look of connection we may not have seen before.
Wise's face lights with a grin.

42 INT. BRECKINRIDGE'S TEMPORARY HQ - DAY

42

Operations planning, hastily set up in the drawing room of a
local home. Breckinridge stands gazing out a window at the
driving rain. Semple enters...

SEMPLE
I thought you'd be happy.

BRECKINRIDGE
Never be fooled by my gravitas,
Charlie. It's just a ploy for
admiration.

He keeps looking out the window.

SEMPLE
Sigel has decided to sit where he
is for some unknown reason...

BRECKINRIDGE
Check your list of reasons under
'cowardice.'

SEMPLE

And General Wharton has found a train. So...

BRECKINRIDGE

(flat)

Observe. This is me being elated.

SEMPLE

Well, you won't need to use the boys.

BRECKINRIDGE

Are they still coming?

Beat.

SEMPLE

Yes, sir. On their way.

BRECKINRIDGE

Because...?

SEMPLE

We may still need them.

Now Breckinridge can smile.

BRECKINRIDGE

If Lee doesn't promote you, Charlie...

Turns the smile directly to Semple.

BRECKINRIDGE (CONT'D)

I just might.

43

INT. SIGEL'S TEMPORARY HQ - DAY

43

DuPont enters the room. Sigel glances to his Aides, who all leave. DuPont is confused, does not know why he's here. Sigel gestures to a chair. Sit.

SIGEL

Would you like some tea, Captain? A slice of cake, perhaps.

DUPONT

No, sir. Could you please inform me of...

SIGEL

...why I've summoned you. From your cave of frustrated inaction?

He goes to sit on the arm of the sofa. So that he hovers above DuPont.

SIGEL (CONT'D)

It seems there has been a change of plans. It seems that somehow... Somehow.

SIGEL (CONT'D)

Gen. Grant was personally advised. Of my strategic choice. However do you suppose that...

DUPONT

I told him.

SIGEL

Treachery, insubordination and then selective honesty. You'd go far in Grant's service, Captain.

DUPONT

Thank you, sir.

SIGEL

Only. Careful what you wish for.

His smile. Cold and menacing.

SIGEL (CONT'D)

Grant has chosen a different strategy. If you can call reckless, heedless, all-out offensive a strategy.

(beat)

I suppose you do.

Sigel stands.

SIGEL (CONT'D)

You have your wish. Grant wants to hit this Gap with everything we can find.

One last smile.

SIGEL (CONT'D)

It will be your career. And mine, perhaps? When our brave men are slaughtered.

Sigel heads out the door. Without turning...

SIGEL (CONT'D)
Congratulations.

44 EXT. ROADWAY JUST OUTSIDE STAUNTON - DAY

44

The Cadets DRAG into the outskirts of town. Heads down, tired. Suddenly, the rain STOPS. The sun SHINES and WARMS the young faces as they march on. They pass homes, buildings. Up ahead, a GIRLS BOARDING SCHOOL, windows OPEN and filled with young curious heads. Chinook rides by on horseback.

CHINOOK
Look sharp, boys. These are the people we are defending. Give them something to be confident in.

SAM
If you insist, sir. Orders are orders.

Chinook rides on. Sam WAVES gaily at the girls. He nudges Duck, but Duck's head is down marching to the drumbeat of his own thoughts.

45 EXT. CADETS' STAUNTON CAMP - DAY

45

Tents are up. Our group is gathered.

SAM
It's a dance, can you believe it?
In the meeting hall.

GARLAND
How warlike. Will the ladies be in blue or gray?

SAM
Pink, one hopes. And as little of it as possible.

JACK
And Chinook approves of this?

SAM
My goodness. I forgot to ask him in our last intimate chat. I'll just have to use my own outstanding judgement.

Jack can only shake his head.

JACK

Sorry, Garland and I can't attend.
We have guard duty. We'll be
dancing with old Chinook instead.

SAM

I'm so very disappointed. I know
the ladies will be more so.

46 MONTAGE:

46

Cadets getting spruced up and ready to go into town! A) Boys washing mud out of their uniform pants at a stream. B) Walking around with arms and legs outstretched, to dry out. C) Using a shared comb and a hand mirror to primp and preen. D) Moses sketching the scene from a distance.

47 INT. MEETING HALL - STAUNTON - NIGHT

47

A DANCE in full flow. Hand-clapping Virginia reel, complete with music from a handful of fiddles. Locals, Confederate Officers, young ladies of the town, budding schoolgirls in festive dresses. Girls and women of varying ages. Here to comfort those at risk. Sam enters alone, looking amazingly dashing under the circumstances. He looks around as if searching for something. Something he can't find.

GIRL (O.S.)

Well, welcome, soldier.

He turns to see a very PRETTY YOUNG GIRL, maybe 16, dressed like a woman. With a woman's eyes.

GIRL (CONT'D)

Can I persuade you to dance?

Sam smiles.

SAM

Thank you, no.

GIRL

I knew I should have worn the red dress.

He laughs.

SAM

Actually, you are very lovely in that dress. And whoever dances with you will be the envy of all.

GIRL

The hair, then. I can take it down.

SAM

I would bet you can. This is about
a woman I left behind in Lexington.

GIRL

Oh. Married are you?

SAM

Not yet. Childhood sweetheart, been
together as long...

(beat)

As long as I can remember.

He looks around the room.

SAM (CONT'D)

I just came for the music and
refreshments. Do you think that all
the ladies coming tonight are
already here?

Such an odd question.

GIRL

I'm sure I wouldn't know.

48

INT. CHINOOK'S TENT - SAME MOMENT

48

Chinook looks out at Jack and Garland, back on watch.

CHINOOK

Word is. Big fight. Day after
tomorrow. At the Gap.

He watches that land.

CHINOOK (CONT'D)

Grant's boys will be ready by then,
and they won't want to wait for
Breckinridge's reinforcements to
arrive.

He relights the pipe that was resting on the table.

CHINOOK (CONT'D)

Unfortunately, we won't be in the
fight. We will remain in reserve.
But with a front row seat.

(puffs on the pipe)

The best of all worlds, yes?

JACK

If you say so, sir.

Chinook studies the young man.

CHINOOK
You'd rather fight?

JACK
Wouldn't you?

Hold the look.

49 INT. DANCE HALL - SAME MOMENT

49

Sam alone. Still hoping. But he has to face reality. He sets down his glass of punch. Weaves his way through the gathering and out onto...

50 EXT. PORCH - SAME MOMENT

50

On the darkened green before the meeting hall, here and there young ladies stand talking to soldiers. And suddenly... Sam's heart stops. He sees a face he knows. He wants to run, but he stands frozen. Mesmerized. How can this be? And then...
...her eyes flick up. And she sees him. Her face changes. She smiles at the soldier she's talking to, says something. He kisses her hand. And walks away, past Sam, and into the hall. Leaving Sam and Libby... ...staring at each other. He ambles down the porch steps. Crosses the ground between them. She turns away, walks casually off toward the darkness of the woods. And when he catches up...

LIBBY
Don't ask me why.

SAM
All right. Why?

LIBBY
It was the most bitter fight with my mother, I think she's probably done with me.

They walk into a moonlit grove. Alone in a private world.

SAM
Tomorrow...

LIBBY
I know where you're going. To New Market.

She smiles. And it is the most beautiful smile.

LIBBY (CONT'D)
Me too. You haven't seen the last
of me.

He puts both his hands on her face.

LIBBY (CONT'D)
Still not much at conversation.

SAM
Or anything else.

LIBBY
I'll be the judge of that.

She kisses him. And again. And again.

LIBBY (CONT'D)
You're absolutely right.

Her arms are around his neck.

LIBBY (CONT'D)
You won't have to fight, Mrs. Shaw
promised me. She knows a Major
Charles Semple, and he says that
you are to be held in reserve and
absolutely will not fight.

SAM
So when the orders come I'll just
send the Major to see Mrs. Shaw.

LIBBY
Oh, he'll already be there. Most
likely. She is very shapely.

She's made him laugh. She wanted to, very much. Her fingers
trace his cheek now. She whispers.

LIBBY (CONT'D)
You'll be fine.

SAM
That's the plan.

She stares in his eyes.

LIBBY
No. This is the plan. A farm, a
shop, a trade, your choice. Four
babies, my choice. We'll argue a
good deal...

SAM
We will, will we?

LIBBY
I can already tell that much. Even
when we're old together, on a porch
with nine grandchildren, and our
teeth falling out.

SAM
We'll laugh some.

She nods. Sure of that.

LIBBY
And there will be conversation.

They laugh. Then he stares. And stares. Into his future.

HE kisses her. Holds her.

51 EXT. CAMP - NIGHT 51

Cadets return from the dance. Getting undressed and into
blankets.

52 EXT. CAMP - LATER 52

TWO SENTRIES PATROL the perimeter while the camp sleeps.
Something on Jack's mind...

JACK
We will be only one day's march
from New Market by Saturday night.
The battle will begin the next day.

WISE
You and Breckinridge figure it all
out?

JACK
Well, I have it straight from
Grant, actually. We shared a
whiskey, a foul cigar. He said,
Jackie-boy, let's settle the whole
blood-stained mess...

Nods.

JACK (CONT'D)
Sunday, he said. At New Market Gap.
It's an omen.

WISE

A what?

JACK

Stonewall Jackson always fought on a Sunday. A good sign. For us.

He's watching Wise think this over.

JACK (CONT'D)

I'm worried for you, Johnny.

Wise looks over. Jack's eyes are toward the stars.

JACK (CONT'D)

If you don't believe in what you're fighting for. You won't make it out of that valley.

They walk on. He looks to the stars himself.

WISE

I will fight. But when we drive the Federals out. And they surrender. I will run for the legislature.

JACK

Ah. And you'll free the slaves.

WISE

We have to do it, Jack. Our generation. We must.

Jack nods, slowly.

WISE (CONT'D)

But first, we have to win. Or they will destroy everything.

53

INT. BRECKINRIDGE'S TEMPORARY HEADQUARTERS, STAUNTON

53

Major Semple hands Breckinridge a dispatch.

SEMPLE

Union Cavalry in force approaching from the East, up the far side of the mountain. General Imboden asks when he'll be supported.

Breckinridge has no easy answer.

BRECKINRIDGE

He has to hold. Today and tomorrow.
I need two days.

He looks down at the map.

BRECKINRIDGE (CONT'D)

He can't do it, can he?

SEMPLE

He's a good man. He'll give us
today.

Breckinridge looks up.

BRECKINRIDGE

And tomorrow, we'll have Wharton.

SEMPLE

Almost certainly.

BRECKINRIDGE

Almost certain. Is that half, or
slightly more, Charlie?

SEMPLE

At least half.

BRECKINRIDGE

And Echols? He's our last piece.
We're lost without him.

In the silence...

SEMPLE

Sir, we will win tomorrow. Because
we have to.

BRECKINRIDGE

I didn't hear that, Charlie.

SEMPLE (LOUDER)

I said...

BRECKINRIDGE

And I meant...that is the language
of the losers, Charlie. Victory
will not happen just because we
think it must.

The look holds.

SEMPLE

Then what is the language of the winner, sir?

BRECKINRIDGE

"I will lose and die and fail everything I love. Unless I find the way to win". That is our task.

54

INT. WHITE HOUSE, WASHINGTON DC - DAY

54

Lincoln stands at a table, reading a dispatch. Seward and Stanton are seated, watching.

SEWARD

The Confederates cannot sustain the losses.

LINCOLN (STILL READING)

Is that what Grant says?

He looks up. Well?

STANTON

The General doesn't speak in predictions.

LINCOLN

Or in boasts. What does he say of the Valley campaign?

STANTON

He now has quality leadership on the line. And more than 9,000 men for tomorrow's battle.

SEWARD

Half again as many as the enemy, even if they are fortunate enough to have their reinforcements arrive. Which is most doubtful.

STANTON

We are better fed, better supplied, more experienced. The report is...

He looks to Seward. Who nods, go ahead, tell him.

STANTON (CONT'D)

Breckinridge has actually conscripted schoolboys. Cadets from the Virginia Military Institute. He is so desperately shorthanded.

Lincoln weighs this.

LINCOLN

So we will be massacring school
boys ?

STANTON

Only if he uses them, sir.

55 EXT. CAMPSITE, HILLS ABOVE NEW MARKET - DUSK

55

WIDE ANGLE. The Confederate forces settling in for the night before battle. Darkening pastel sky, campfires springing up. Tents, animals, equipment. A vision of exhaustion. A scent of fear. CLOSE now on the Cadets, staking out their turf on the periphery. TRACK to our seven. They look around at the vast force assembled, and seem almost to huddle together. Uncertain and small, their eyes weary, their minds racing. PULL BACK to realize... We are watching them from a COMMAND TENT. In the opening stand two figures we recognize.

SEMPLE

You can make time for this?

BRECKINRIDGE

Oh, I think so. If I can ask them
to make time to die.

Semple nods, gravely. Strides out into the evening.

56 INT. BRECKINRIDGE'S TENT - DUSK

56

Breckinridge sits at the map table. Quite elaborate model of the Valley and the Gap. He looks up as... Semple enters. With the seven boys we know. They are overwhelmed, confused. In absolute awe. Breckinridge stands. The smile is the first truly warm smile we've seen from this dashing and charismatic politician, who had risen to the second-highest office in the land. He rounds the table, glancing to Semple as if to say: who is their leader? Semple nods toward Wise. Breckinridge steps straight to him. Wise salutes. The salute is returned. But then... Breckinridge extends his hand.

BRECKINRIDGE

John Breckinridge, soldier. What is
your name?

A heartbeat for the boy to make his mouth work.

WISE

John Wise, sir.

BRECKINRIDGE

Ah, yes. Governor Wise's son. I did not know you were in this group.

Looks to Semple, who shrugs. Hadn't known, either.

BRECKINRIDGE (CONT'D)

I have the privilege to know your daddy, John. An extraordinary man. And an able General.

Breckinridge is still clasping John's hand.

BRECKINRIDGE (CONT'D)

I will send him a wire. That I have the honor of sending his son into his first action in service of his country.

The smile so kind, so direct.

BRECKINRIDGE (CONT'D)

Anything I can say to him for you?

WISE

I love him.

Said simply. And perhaps that is what brings the feeling to Breckinridge's eyes. We can barely hear the whispered...

BRECKINRIDGE

Course you do.

He moves now to the next man.

BRECKINRIDGE (CONT'D)

John Breckinridge, soldier.

SAM

Samuel Atwill, sir.

Down the line. A smile and handclasp for each. When he comes to a shaky Sir Rat, the last in line, he takes the boy's hand in both of his. Hangs on till the boy returns the General's smile. Semple gestures for the boys to sit on the earth, since there are not enough chairs. To Semple's surprise, Breckinridge sits down on the ground with them.

BRECKINRIDGE

This visit, gentlemen, is for my benefit. I asked the Major here to bring me a few of the Cadets.

(MORE)

BRECKINRIDGE (CONT'D)
He's friendly with a Captain on
your faculty who has a certain
affection for you. And more to the
point...

A small smile.

BRECKINRIDGE (CONT'D)
Who believes you are a cross-
section. Now tomorrow, I may have a
decision to make. About what I ask
of you.

He shrugs.

BRECKINRIDGE (CONT'D)
Might be useful. To know what you
are. Who you are. All right...? As
if he's waiting for their approval.

They nod, awkwardly. Of course.

BRECKINRIDGE (CONT'D)
Who are the fighters among you?
Apparently, there was a petition
for leave to join the battle...?

Two hands RISE. Breckinridge turns to...

BRECKINRIDGE (CONT'D)
Jack, yes? I want to know two
things. How you feel about this
war. And what life awaits you when
it's over.

JACK
We are invaded by a conquering
army, sir, whom I must consider a
foreign invader. Defending our
homeland is an imperative. I can't
understand anyone who would think
otherwise.

And his glance cuts to Sam for an instant. But everyone picks
it up.

JACK (CONT'D)
I don't seek a career in uniform.
My father is a banker in Richmond
and I intend to work with him.
Provide the capital our people need
to grow. Independent of the country
we are severing from.

Breckinridge's eyes linger. Well said, is the look. Now to...

GARLAND

My family owns a plantation for close to 150 years. That is my heritage, my future. If I may speak freely, sir...

BRECKINRIDGE

(smiles)

Oh, Garland, I think we are well past worrying about protocol.

GARLAND

I think those of a certain class. Have a responsibility. As we would look out for our slaves, we would all the more must use our position to see that the common folk among us are cared for.

BRECKINRIDGE

Well. We common folk surely appreciate that.

There is laughter. Garland draws a breath to explain himself, but Breckinridge raises a hand to reassure him.

BRECKINRIDGE (CONT'D)

Your heart does you credit, soldier.

And looks to Sam.

BRECKINRIDGE (CONT'D)

And you, son?

Silence. Breckinridge holds the look. Well...?

SAM

I think war is stupid and cruel and nowhere near as necessary as those fighting like to tell themselves.

Wow. He shocked even himself with that.

BRECKINRIDGE

Well then. Think I can negotiate my way out of tomorrow, Sam?

SAM

No sir, not anymore. We will stand with you and fight.

BRECKINRIDGE
Done. And your future...?

SAM
No idea, really. My father is a
dead hero. My family is poor. All I
really know I want is...

Thinks before he says...

SAM (CONT'D)
Find the right woman. Settle down.
Provide somehow for her and our
children.

The General liked that. Sam is amazed to see the nod of
approval. He thought he was done for. And seeing this...

BRECKINRIDGE
Fair enough. Thank you, Sam. I
will need all hands on deck
tomorrow.

Turns to the others.

BRECKINRIDGE (CONT'D)
Any of you feel conflicted about
being asked to fight at my side?

SIR RAT
My father and brother were shot
down defending our home. I will
fight Grant's thugs, sir.

BRECKINRIDGE
And after you've finished school?

SIR RAT
I tell everybody I'm going to be a
farmer. But if Mr. Wise would let
me...

He sneaks a glance at Wise.

SIR RAT (CONT'D)
I'd like to help him be Governor.

Breckinridge loves that. Looks to Wise.

BRECKINRIDGE
I can tell you from my past life.
You can't start building senior
staff too soon.

SIR RAT (POINTS TO MOSES)
 And this one is a genius artist,
 Sir. You should see his portraits!

Breckinridge now fixes on Moses.

BRECKINRIDGE
 Hard way to earn a living, soldier.

MOSES
 It's worse than you think, Sir. I
 want to try my hand at sculpture.
 If I can ever afford the marble.

Which just leaves one more. The General turns his gaze to Duck.

BRECKINRIDGE
 You've been most quiet, soldier.

Duck is seething.

DUCK
 I will kill as many blues tomorrow
 as God permits.

57

EXT. CAMPFIRE - NIGHT

57

All in a circle, watching as Wise sets on the ground, WRITING
 PAPER, PENS.

The boys stare at them, at each other, then up.

WISE
 Gifts from General Breckinridge.

Only Moses seems to understand. Jack nods, as well.

WISE (CONT'D)
 We're going to write letters. This
 will be just a precaution.

He looks up. Two MEN have approached. Semple waits as Chinook
 interrupts...

CHINOOK
 Cadet Jefferson. Come with me?

The blank look on every face. What could this be?

58 EXT. COUNTRY ROAD - NIGHT

58

Two SENTRIES stand guard at a roadblock. One raises the lantern to the distraught young woman with a food basket over each arm.

LIBBY

You don't understand, Corporal.
Sammy is...my brother and our
mother relies on me to get this
message to him.

Tears well in her eyes.

LIBBY (CONT'D)

It truly is a matter of life and
death.

CONFEDERATE SOLDIER #1

And baked goods.

Oh, these.

LIBBY

Well, the food is for his comrades,
but I'd gladly leave it all with
you, if you would only...

CONFEDERATE SOLDIER #1

I'm sorry, Miss. No exceptions.

LIBBY

(to the Soldier)

You will have this terrible thing
on your conscience for the rest of
your life. That you broke a widowed
mother's heart.

CONFEDERATE SOLDIER #1

If she's widowed, Miss. I'm sure
the blue coats have done more
damage than I ever could.

A sigh.

CONFEDERATE SOLDIER #1 (CONT'D)

The Cadets won't be fighting.
You'll see your Sammy tomorrow
evening. Now hurry home, little
girl.

59 INT. COMMAND TENT - NIGHT

59

CLOSE on Garland. Stoic face, glazed and staring eyes.

BRECKINRIDGE (O.S., GENTLY)
 Cadet Jefferson, you have been
 exempted.

Garland turns to him. Garland seems lucid, calm, if
 unnaturally quiet...

GARLAND
 You don't understand, sir. I must
 fight tomorrow, with my unit. It is
 what my father and brothers would
 rightfully demand of me.

HOLD the look.

GARLAND (CONT'D)
 Anything less. Would dishonor them.

60

EXT. CADET CAMPGROUND - DAWN

60

The boys of Virginia Military Institute move into ranks, some
 still bleary-eyed from sleep. Others hair-trigger attentive.

CHINOOK
 Gentlemen. I know that many of you
 are eager to engage directly in the
 battle that is to come.

He looks out into their faces.

CHINOOK (CONT'D)
 I have expressed this eagerness to
 Major Semple, and he, in turn, to
 the General.

As he speaks, we PAN our ranks. Find our team of seven.
 Garland between John and Jack. He has not slept, his eyes are
 red from grief, but he is ramrod still this morning.

CHINOOK (CONT'D)
 I am sorry to say that General
 Breckinridge has emphatically
 denied my request.

Watch reactions. Garland and Duck visibly upset. Jack, stoic.

Sir Rat looking to John for his response, finds nothing to
 read as we hear...

CHINOOK (O.S.) (CONT'D)
 We will be held in reserve. And
 remain in support of Wharton's
 brigade.

In the silence, Chinook LOOKS OUT on a sea of young faces.

CHINOOK (CONT'D)

Bow your heads, gentlemen. Heavenly Father, this morning we march into the valley of death as brothers in arms. Father, help us to be strong. Help us to do our duty. For our mothers, for our fathers, for our sisters, for our brothers. Wherever they may be.

ALL

Amen.

Heads come up.

CHINOOK

FORM UP AND MOVE OUT!

The Cadets shuffle back into marching formation, muskets at the shoulder.

61 EXT. HILLTOP - DAWN

61

Breckinridge and Semple RIDE to the crest of a green hill. Below, the sleeping town of New Market. In the distance, more rolling hills, the main north-south roadway leading to a town. To the right, brooding Massanutten Mountain.

Just north of the town: SMOKE rises. Breckinridge LIFTS UP in the saddle, taking it all in.

BRECKINRIDGE

That distant rise? Manor's Hill?

Semple looks down on a folded map.

SEMPLE

Manor's Hill.

BRECKINRIDGE

Smith Creek Bridge. Held by Imboden?

SEMPLE

Still there, God bless him. We hadn't counted on that.

Breckinridge studies the terrain. Semple watching the options flicker behind the General's eyes.

BRECKINRIDGE
 So, slight change of plan. Form our
 line from that promontory directly
 across the pike, to the creek.

Pointing to Semple as he puts it together in his mind.

BRECKINRIDGE (CONT'D)
 Wharton to the left and center.
 Echols to the right.

Nodding to himself. Yes.

BRECKINRIDGE (CONT'D)
 Drive the Union skirmishers off of
 Manor's hill. Set artillery on that
 rise. From there, form our line of
 battle across the pike.

Looks to Semple. Got all that? He sure does.

BRECKINRIDGE (CONT'D)
 We commence firing, Charlie.
 Immediately.

62

EXT. ROADWAY - DAY

62

The Cadets set out in light RAIN. They pass a group of
 regular Confederate soldiers, off to the side of the roadway,
 finishing their breakfast.

The INFANTRY are older men, bearded, rough. As the boys
 pass, the Cadets are regarded with AMUSEMENT by the older
 men. Several of the older soldiers stand up.

CONFEDERATE SOLDIER #2
 Looky here! You little boys want
 a sugar rag to suck on?

CONFEDERATE SOLDIER #3
 Does mommy know you snuck out so
 early in the morning?

Surrounding soldiers laugh. Another SOLDIER cradles his
 musket like a baby and ROCKS it back and forth, singing a
 lullaby...

CONFEDERATE SOLDIER #2
 "Go to sleep, go to sleep, little
 darling, my baby..."

Laughter. The Cadets pass by in silence.

63

EXT. UNION COMMAND POST, MANOR'S HILL - MORNING

63

With several soldiers on horseback. DuPont looks tired and worn, sleep still in his eyes. He takes a set of binoculars and looks SOUTH. He can scarcely believe what he sees.

DUPONT

Confederate infantry. Already.

CLOSE ON THE DISTANT HILL

An Aide de Camp comes to his side.

AIDE DE CAMP

General Breckinridge has arrived with units of the 51st, 30th, 22nd and 23rd Virginia infantries, along with the mounted and 23rd Virginia cavalry. They are forming south of the village of New Market.

DuPont shakes his head. Here we go...

DUPONT

Bring the 34th Massachusetts forward back from their defensive positions. Get our cavalry to the east, toward that mountain, to protect my flank. Watch him deciding if he can manage to...

DUPONT (CONT'D)

Send skirmishing parties forward. Retake that hill.

Other messengers SALUTE and ride away.

DUPONT (CONT'D)

Move Snow's gun battery forward, just behind that church at the northern edge of town. Center of the valley. Do it now!

64

EXT. WILLIAMSON'S HILL - MORNING

64

Breckinridge is in position, looking forward, NORTH. He sees a line from West to East, stretching down from the hill, extending to the Valley Turnpike and across the valley: Confederate infantry units. Behind the regulars - the Battalion of Cadets.

BRECKINRIDGE

Where is Echols?

SEMPLE

On his way.

BRECKINRIDGE

On his way??

SEMPLE

Cavalry probes have already commenced.

BRECKINRIDGE

What the hell is his problem?

SEMPLE

Trying to find out, sir. Hopefully, not major.

BRECKINRIDGE

Reserve units?

SEMPLE

All in position. Including the Cadets.

BRECKINRIDGE

Boys to the very rear. It's your neck if they aren't protected.

Smoke RISES, the CRACKLE of gunfire PIERCES the morning.

65 EXT. SHIRLEY'S HILL - DAY

65

Confederate advance skirmishers FIRE on scattered Union advance units, DRIVE them off the hill. Confederate horse-drawn cannons WHEEL into position, un-attach from horses, set up IN A HURRY.

66 EXT. WILLIAMSON'S HILL - DAY

66

Breckinridge looks up ahead to the next hill. Sees his Confederates setting up, getting guns ready... BOOOM! The first Confederate ARTILLERY GUN ROARS out from Shirley's Hill, firing North.

BRECKINRIDGE

(a whisper)

Wake up, Yankees. Time for breakfast.

67 CLOSE ON THE BATTALION OF CADETS, BEHIND WHARTON'S BRIGADE 67

The BOOM BOOM BOOM! Of cannon fire RATTLES nerves. Many of the Rats FLINCH and look terrified. Chinook SHOUTS orders over the noise, moving down the line.

CHINOOK
 STRIP OFF EXCESS GEAR AND PREPARE
 TO MOVE OUT!

Some of the Rats remain FROZEN. The older boys take charge, pacing down the line, helping the younger boys with their gear...

GARLAND
 NO EXTRA GEAR! STRIP OFF BLANKET
 ROLLS AND EXTRA CLOTHING.

Moses helps one Rat.

MOSES
 Don't worry, we'll be back. Your
 gear's safe here.

JACK
 You two Rats. Collect the canteens
 and go fill them with water. NOW.
 Hurry!

Sir Rat stands beside Wise.

SIR RAT
 Maybe I should help calm the boys.

WISE
 Maybe you should just stick by me.

68 EXT. UNION OBSERVATION POST ON MANOR'S HILL - DAY 68

DuPont looks South, sees the Confederate cannon BOOOMING out.

AIDE DE CAMP
 Shall we advance?

DUPONT
 No. He wants us to commit. Let's
 not take his bait.

Nods to himself.

DUPONT (CONT'D)
 Send this to Sigel: Facing large,
 combined, rebel force. Immediate
 reinforcement required.
 (beat)
 Hope that doesn't frighten him too
 desperately. COMMENCE FIRE!

BOOOOOM! Union cannons FIRE OUT against the Confederates on the opposing hill.

69 EXT. TOWN OF NEW MARKET - DAY

69

TOWNSPEOPLE scurry for safety as misplaced shells RAIN DEBRIS onto the town.

70 EXT. CONFEDERATE OBSERVATION POST, WILLIAMSON'S HILL - DAY 70

Breckinridge looks out with his binoculars, watches the cannons DUEL across the valley between them...

SEMPLE

Sir, all units are in place and on line.

BRECKINRIDGE

Where are the boys?

SEMPLE

Yards behind Wharton's brigade, in reserve, with the 26th Virginia.

BRECKINRIDGE

Keep them behind the 26th, Charlie. Surveys the landscape.

BRECKINRIDGE (CONT'D)

Give our blues something to think about. Let's tempt the fox. Bugler? Sound 'Exercise the regiment.'

The BUGLER snaps to, raises his bugle, SOUNDS OUT a command.

71 CLOSE ON THE CADET FORMATION

71

In perfect formation, well behind the regular Confederate infantry. The BUGLE CALL comes through from the distance. Chinook listens, then...

CHINOOK

FOR-WARD...MARCH!

Drums BEAT and the Fifer plays his instrument as the Corps MARCHES first ONE WAY, and then TURNS, only to march in the OPPOSITE direction. Forward and side to side in perfect order. The CADET ARTILLERY section gallops out and forward. From the Cadets - a rousing CHEER. Sam turns to Wise, with a rueful smile.

SAM

Just like Sunday parade.

72 AROUND THE SOUTHERN, CONFEDERATE SIDE OF THE BATTLEFIELD 72

RAIN SQUALLS march across the field. Large masses of men clumped together, flags flying in front, officers leading the way...

73 EXT. CONFEDERATE ARTILLERY POSITION, SHIRLEY'S HILL - DAY 73

The Cadet artillery pulls up to set up. Cannons FIRE OUT across the valley divide separating Confederate and Union. Cannon fire EXPLODES in air, leaving black CLOUDS of debris.

74 EXT. SHIRLEY'S HILL, WITH THE CONFEDERATE ARTILLERY - DAY 74

An impressive arrangement of cannon are lined up and FIRE out. One distinct group of six, another of four, then the two Cadet guns.

SEMPLE

Wharton's brigade is in position,
sir, commanding from the hill to
the pike. Echols is not far behind
and will take the east side of the
pike.

On the battlefield, stretching down their hill and across to the pike, LARGE CLUMPS of uniformed Confederate forces maneuver back and forth. Well in the distant rear of the main group - the Cadets.

75 EXT. UNION OBSERVATION POST, MANOR'S HILL - DAY 75

DuPont looks out at the movement of troops in the distance. Rain FLECKS his face. Small smile, watched by his Aide.

DUPONT

Such an impressive display. Turns
to the Aide.

DUPONT (CONT'D)

Shall we assume he intends the
opposite of what he's showing us?
Looks through the binoculars.

DUPONT (CONT'D)

COMMENCE FIRE!

Cannons BOOM OUT.

76 INT. CLIENDINST RESIDENCE - DAY 76

Inside her home, MRS. CLIENDINST and young girls, including LIBBY, gather the in the main room. Three girls bring stacks of white BEDSHEETS.

Mrs. Cliendinst FLIPS one open, grasps the side and TEARS the expensive cloth, ripping it into long strips.

MRS. CLIENDINST

However many bandages. There won't be enough.

77

INT. BRECKINRIDGE'S VIEWPOINT - DAY

77

SEMPLE

He's not taking the bait.

BRECKINRIDGE

(looks at pocket watch)
Meaning that's Grant's boy, not Sigel. It is now 10 o'clock. Commence the attack. Send the 30th Virginia forward in advance.

Behind him, just arrived, is GENERAL WHARTON, a huge man with a fierce beard and rugged features beneath it.

BRECKINRIDGE (CONT'D)

General Wharton. Welcome to our little guessing game.

WHARTON

Should we have brought masks and costumes?

BRECKINRIDGE

Mmmn. This is one of Grant's young foxes. I doubt he'll fall for much of anything.

Lowers the binoculars. Points where he needs Wharton to go.

BRECKINRIDGE (CONT'D)

Move the rest of your brigade at best speed from your current position down the hill and into that depression below Union artillery. It will be a fully protected position. Do you see it?

He points again, emphatically.

BRECKINRIDGE (CONT'D)

Regroup there, and wait for orders to attack. Take your reserve with you. Leave the Cadets in last position, they are under no circumstances to engage.

78 EXT. BATTLEFIELD - DAY 78

The first Confederate unit, the 30th Virginia, moves forward

79 CLOSE ON THE FAR REAR OF THE CONFEDERATE FORMATION 79

Behind the main body of Confederate infantry, and positioned below the rise of Shirley's Hill, the Cadets are formed into four companies, in line, from west to east, in order: Company A, then B, C and D. From the crest of the hill, the artillery FIRES out. Much NOISE and SMOKE rises from over the crest. The Cadets LOOK OUT, forward, toward the din, but the battle is still very much hidden from view, just beyond the protective crest of the hill...

CHINOOK
BATTALION, FOR-WARD...MARCH!

The Cadet formations MARCH FORWARD, drums BEATING, Fifer playing. One Cadet SHAKES off the water from the school's flag, UNFURLS it into the breeze. We see our seven among them. As determined as if they would be leading the charge.

80 MOVE UP AHEAD, WITH CONFEDERATE GENERAL WHARTON, ON FOOT 80

The mass of Confederate infantry moves forward and toward the crest of the hill, coming from behind and then passing their own artillery positions.

WHARTON
Send orders to the reserves to
conform their movements to mine!
(beat)
Gentlemen, once we get over the
crest, drive your men down into the
valley as fast as you can. Run like
hell!

The front line of Wharton's infantry slowly reaches, then CRESTS the hill. We enter the INFERNO. FIRE, SMOKE, NOISE come from the Confederate ARTILLERY FIRING forward. Fire, EXPLOSIONS ERUPT from the Union artillery in return.

81 EXT. UNION ARTILLERY POSITIONS, OPPOSITE - DAY 81

DuPont and his men stand by the Union artillery. An Aide points to activity on the hilltop they are facing.

AIDE DE CAMP
Are those fence posts?

DUPONT
Actually, those are Confederate
soldiers. Hundreds of them.

All across the crest of the opposite hill, a CHILLING sight, HUNDREDS of men, shoulder-to-shoulder. A solid GRAY WALL, moving forward, flags flying.

82 WITH THE CONFEDERATE LINE 82

WHARTON
GO! GO! GO! GO! GO!

Rebel YELLS let loose and the formation BREAKS FORWARD. Confederate soldiers RACE PELL-MELL down the hill and towards the SAFETY of the LOW GROUND, where the union cannon can't reach them... Cannon fire EXPLODES intermittently, but is neither aimed or concentrated. The Confederate soldiers are on a RUN FOR THEIR LIVES, a race against TIME.

83 CLOSE ON THE UNION ARTILLERY POSITION 83

DuPont sees confederate infantry RACE down hill in an apparent military order. The Union cannon move quickly to FIRE on them, but NOT FAST ENOUGH...

DUPONT
Hit the front side of that hill!

84 CLOSE ON THE CADETS, BACKSIDE OF SHIRLEY'S HILL 84

The Cadets - still in distance, trail Wharton's brigades - march up the hill in perfect order, but have not yet crested the top...

85 CLOSE ON THE UNION ARTILLERY 85

Gunners frantically CRANK the barrels to aim at the hill...

86 AT THE BOTTOM OF THE HILL, BELOW THE UNION ARTILLERY AIM 86

Wharton's men huddle against a fence line at the bottom of the slope, SAFE. Wharton LOOKS UP, toward the Union guns. From where he stands, the guns are OUT OF VIEW.

WHARTON
They can't reach us here.

But something is WRONG. Wharton looks back, where he came from. The front side of Shirley's Hill is EMPTY.

WHARTON (CONT'D)
Where in hell are the reserves?

No one has an answer.

WHARTON (CONT'D)

My order was: conform to my
movements! I meant for them to
run!

87 CLOSE ON THE CADETS, NOW CRESTING THE HILL

87

In perfect parade formation. Marching smartly. To their left,
the remaining reserves of Edgar's 26th Virginia crest the
hill and BREAK INTO A RUN. But the Cadets march in perfect
order, at a slower pace...

CHINOOK

BATTALION, FOR-WARD! MARCH!

The Cadets emerge into the open and head down the face of
Shirley's Hill, in disciplined formation. In front of them,
on the slope, EXPLOSIONS of CANNON FIRE DIRECTLY in their
path.

88 INTERCUT: WHARTON/DUPONT

88

WHARTON

NO!

DUPONT

One piece of luck. FIRE! FIRE!
EVERYTHING YOU'VE GOT!

WHARTON

NO, NO, NO! RUN! It's not a parade!

CONFEDERATE SOLDIER #1

(disbelief)

My god. They're. Holding
formation.

89 BACK WITH THE CADETS, HEADING SLOWLY DOWN SHIRLEY'S HILL

89

Flags fly bravely in a tailwind. Perfect formation, Company
by Company, marching in line.

90 AT THE UNION CANNON ON TOP OF MANOR'S HILL

90

A Union gunner sights down the cannon to behold the formation
of Cadets. It will be a slaughter.

VOICE (O.S.)

FIRE!

The Gunner YANKS the firing cord. Union guns BOOOM out.

91 CLOSE ON THE CADET FORMATION, MARCHING DOWN THE HILL 91

Explosions BRACKET the CADET formation, THROWING dirt and mud into the AIR. Boys FLINCH as DEBRIS RAINS down on them.

GARLAND
STEADY! MAINTAIN THE CADENCE!

The formation holds together bravely until...KABOOOM! A CANNONBALL LANDS SQUARELY between Companies C and D on the right...and EXPLODES. The concussion ROCKS the nearby Cadets. Flesh and bone is no match for the cannonball's explosive kinetic energy:

-Wise is thrown backwards and knocked FLAT. He STRUGGLES to his feet, as... -The lead COMPANY OFFICER goes down with a head wound. -A Cadet next to John has his rifle SLAM back into his face, GASHING a cut over his eye and destroying his rifle. -Another Cadet is KNOCKED BACK by a blow to the stomach. Momentarily, the formation of Cadets is in DISARRAY. A huge GAP opens between the companies. Several Cadets are DAZED. They STAGGER about. Many others STOP to help the wounded... Chinook sees the formation BUCKLING and BREAKING DOWN.

CHINOOK
CLOSE UP BATTALION!

They boys LOOK UP. Some confused, disoriented.

CHINOOK (CONT'D)
(desperate)
CLOSE UP BATTALION!

CLOSE on Wise as he pulls the nearby part of the formation together...

WISE
CLOSE RANKS!

DOWN the line, we see Jack, Moses, other leaders doing the same. As the cadets continue to MARCH DOWN the hill... A DEFIANT SHOUT RINGS OUT among the young Cadets.

92 FROM DUPONT'S VANTAGE POINT WITH THE UNION GUNS 92

DUPONT
We're losing them below the terrain.

AIDE DE CAMP
Aren't they trapped now, sir?

DUPONT
Until they decide to charge.

A decisive shake of his head.

DUPONT (CONT'D)
Defend this hill as long as you
can, and then fall back to a new
position on Bushong Hill, make the
Rebels pay for every inch.

93 CLOSE ON THE CONFEDERATE POSITION AT THE BOTTOM OF THE HILL 93

The Cadets are now in the hollow, SHIELDED from the Union
guns on the top of the hill. The Cadets are bloodied,
exhausted. Young faces looking up, taking in refreshing
RAINDROPS.

SAM
Did you see that? Even the younger
ones. Closed up under fire...

Sam checks out Jack's grin, smiles back.

SAM (CONT'D)
We showed those old boys. Sugar
rag is it?

He SPITS in disgust. Wise watching the exchange.

WISE
The two of you smiled at each
other. I can't believe it.

Wharton makes his way down the line and reaches the Cadets He
sees young Cadets patching wounds, bloody faces...

WHARTON
Dear God.

And around Wharton, grudging RESPECT from the grizzled vets.

CONFEDERATE SOLDIER #1
I'll be damned.

CONFEDERATE SOLDIER #2
If I didn't see it with my own
eyes...

94 EXT. DUPONT'S NEW COMMAND POSITION, BUSHONG HILL - DAY 94

CANNON being hurriedly put into place.

DUPONT

Nicely done. He'll be coming across
Bushong's farm. We'll give him an
Ohio hello.

95 EXT. BRECKINRIDGE'S VANTAGE ON SHIRLEY'S HILL - DAY 95

Looking out at Manor's Hill and the Valley, including the
farmhouse in the middle of the flat land.

BRECKINRIDGE

ATTACK!

96 EXT. WHARTON'S POSITION IN THE LOW GROUND - DAY 96

Wharton passing Chinook and the Cadets...

WHARTON

Follow me at 300 yards to the rear.
Do you understand, Captain?

CHINOOK

Yes, sir!

WHARTON

VIRGINIANS, FORWARD!

A mass of assorted GRAY UNIFORMS surges forward and moves to
the right, across the valley flatland.

Behind Wharton's boys, in a separate group, the CADETS form
up, but they have to WAIT and WATCH.

97 CLOSE ON THE BATTLEFIELD 97

Stretching from west to east, across the valley floor, MASSES
of regular Confederate infantry move forward, flags flying...
Confederate CANNONS boom out in support, throw dirt GEYSERS
into the air among the Union troops. The Confederate infantry
units are a massive, unstoppable force. Fixed bayonets, rebel
YELLS. The first blue-clad Union units they encounter BREAK
and RUN under the pressure.

98 FROM SHIRLEY'S HILL, WITH BRECKINRIDGE 98

From their vantage...

SEMPLE

We're taking Manor's Hill. Wharton
and Echols' lines are advancing
through Bushong farm.

99 EXT. UNION POSITION JUST NORTH OF BUSHONG FARM - DAY 99

In the flatland. While other Union forces FLEE, one group of Union soldiers STANDS FAST. Grim faces. Resolve. Unmoving as other retreating Union infantry RUN AROUND THEM.

Nearby, another Union group is WAITING, STANDING FAST. It is a battery of CANNON. The Union artillerymen stuff CANNISTER and METAL FRAGMENTS down BARRELS.

UNION INFANTRY OFFICER
FRONT RANKS, TAKE AIM!

The FRONT RANKS kneel down and level muskets. Coming out of the dirt and rain, an ANGRY LINE OF GRAY SOLDIERS...

UNION INFANTRY OFFICER (CONT'D)
SECOND RANK, TAKE AIM!

Over the heads of the first rank, the second rank LEVELS MUSKETS.

UNION INFANTRY OFFICER (CONT'D)
STEADY! WAIT FOR MY COMMAND!

Union soldiers stand like rocks, even as bloody comrades from other Union units FLOW around them in CONFUSION...

100 AND AT BUSHONG HILL 100

DUPONT
God bless those Pennsylvania boys!
Holding fast. Let's give them some
help. READY! TAKE AIM...

101 WITH THE REBEL INFANTRY 101

Advancing in the steady RAIN, pushing forward, full of spirit and momentum, now almost FACE TO FACE with the Union line...

102 WITH THE UNION FORCES 102

The Union Officer DROPS his sword.

UNION INFANTRY OFFICER
FIRE!

Muskets FIRE OUT, throwing a RAIN of bullets at the looming attack. The Confederate attack is momentarily STUNNED.

DUPONT
FIRE!

Union CANNONS FIRE OUT, throwing merciless fire, flame and metal forward into the mass of gray-clad soldiers. TEARING, EXPLODING a hole in the center of the Confederate front, THROWING BODIES BACKWARD like rag dolls.

103 WITH SEMPLE AND BRECKINRIDGE ON SHIRLEY'S HILL 103

Semple FREEZES at what he sees. STUNNED. Literally, the entire right wing of the Confederate attack CRUMBLES.

Another VOLLEY of Union musket fire TEARS INTO the Confederates. Followed by another VOLLEY of CANNON FIRE. No mercy for the men in Gray.

104 EXT. CONFEDERATE COMMAND POST ON SHIRLEY'S HILL - DAY 104

SEMPLE

They've torn a hole in our line.

BRECKINRIDGE

If you can see it. So can the blues.

SEMPLE

Sir, you must send in the reserves to restore the line!

For the first time, Breckinridge is FROZEN.

BRECKINRIDGE

I can't do that, Charlie.

SEMPLE

When the Union forces re-group and re-attack, all our men will be flanked and destroyed. You must send the Cadets.

Breckinridge staring at...

105 EXT. BATTLEFIELD - DAY 105

The 34th Massachusetts blues start across the field towards the Confederate gap, ATTACKING. The TIDE TURNING, in favor of the Union.

106 EXT. CONFEDERATE COMMAND POST - DAY 106

BRECKINRIDGE

(a murmur)

Put the boys in. And may God forgive me for the order.

BUGLER SNAPS to, SOUNDS OUT the call.

107 EXT. VALLEY - DAY

107

Chinook has his sword drawn. The Cadets look forward; see and HEAR an INFERNO ahead. EYES HUGE. Directly in front, a FARM HOUSE and buildings.

CHINOOK
BATTALION! FORWARD TO THE LINE!

The Cadets MOVE OUT in formation, in line. They SLOG over wet grass and soft dirt. Many STRUGGLE to maintain their footing.

JACK
Stay close, Sam.

SAM
Don't be scared, Jackie. I've got your back.

Wise has to grin hearing that. To his surprise, so does...

JACK
Much obliged.

As they move forward, the Cadets see bleeding and torn Confederate soldiers RETREAT toward them. A cannon round EXPLODES into one of the Companies. Four young Cadets are TORN APART instantly. Nearby youngsters, including Sir Rat, are SPLATTERED with their blood and flesh. Wise turns Sir Rat's head forward and pushes him along. Approaching a FARM HOUSE, the Companies split: A and B to the left, C and D around to the right.

108 EXT. CONFEDERATE COMMAND POST - DAY

108

SEMPLE
The Cadets are filling the gap!

109 EXT. FARM HOUSE - DAY

109

Passing around the buildings, into a stand of trees, headed for a long fence line ahead. The flag SNAGS on a tree branch. Annoying! Garland PULLS at it to get it free...

- Wise and Sir Rat lead the young RATS forward.

- The Cadets pass a wounded Confederate soldier on his side, his intestines exposed, pathetic, pleading for help...

- Moses charges in front of Garland as a STRAY BULLET SLAMS into Garland, KNOCKING him to his knees. A puzzled look in his eyes. He REACHES OUT...but Moses didn't see him fall.

-Two Cadets STOP to help him, but Garland WAVES them off, POINTS for them to continue to the front...

-the Cadets move forward, climb over more Confederate dead...

110 EXT. BUSHONG FENCE LINE - DAY

110

Up ahead, a staggered FENCE LINE, and beyond that, an open field and the Union line. RAIN comes down, HARDER now. Running for the fence line, EXPLOSIONS. Cadets are HIT.

WISE
DON'T STOP! GET TO THE FENCE!

Cadets finally reach the fence line. Many COLLAPSE DOWN against the pitiful protection of the wooden spars.

CHINOOK
FIRE AT WILL! FIRE AT WILL!

From behind the fence, Cadets level and DISCHARGE their heavy muskets. Chinook moves down the line, sees the Cadets spread out, hunkered down.

Union musket balls PEPPER the fence line, ZING overhead. All FLINCH and DUCK, hiding behind the fence, staying close to the ground. Here and there, a young rat, curled up in a fetal ball.

111 EXT. DUPONT COMMAND POST - DAY

111

DUPONT
KEEP FIRING! KEEP FIRING!

112 EXT. BUSHONG FENCE LINE - DAY

112

Bullets FLY overhead. Cannon balls EXPLODE and THROW UP dirt, some of which lands on the pinned-down Cadets. The Cadets hunker down behind the fence, waiting to die... Wise runs along the fence, Sir Rat darting behind. They squat down by Jack and Sam, look out across the field, up at hill where Union guns fire down.

WISE
We can't stay here.

SAM
It's a stupid way to die. Must be something that's a little more useful.

Moses and Duck have arrived, seeing the pow-wow.

WISE

What do you say boys. We charge the guns?

SAM

Hey! That was my idea. I was just being subtle.

SIR RAT

Argue it out, sirs. It sure wasn't mine.

WISE

Oh, I think we need to settle this. No sense dying if we can't sort out who takes credit.

The boys are smiling. Every one.

WISE (CONT'D)

Fix bayonets!

Chinook arrives.

MOSES

Sir. Have you seen Garland? He was with me. Then...

Chinook shakes his head.

JACK

Sir, the Battalion is ready to attack.

CHINOOK

We...don't have further orders...

WISE

I don't expect we are going to receive any orders, Sir. The Cadets are ready. I think we should attack and take those guns.

Chinook is shaken, thinks about it.

WISE (CONT'D)

(gently)

It's time sir, give the order.

As he hesitates...

SAM

FIX BAYONETS!

JACK
FIX BAYONETS!

And all down the line. Cadets young and old make ready.
Chinook looks to our boys. So proud of them.

CHINOOK
BATTALION! CHARGE!

With a ROAR of young voices, the entire Battalion of Cadets, the Virginia Military Institute, wounded, survivors and all those able to fight, Upperclassmen, Rats... ...RISE UP, CLIMB over the fence, then CHARGE FORWARD in line, bayonets fixed. To either side of the Cadets: other Confederate units see the Cadets move forward. They can't believe it. Then JOIN IN.

113 EXT. CONFEDERATE COMMAND POST - DAY 113

SEMPLE
Our line is moving forward. The
Cadets are leading the way!

Breckinridge nearly overcome with pride and emotion. And too low for anyone but us to hear...

BRECKINRIDGE
Get 'em, boys.

114 EXT. FENCE, MUDDY FIELD, WOOD LINE - DAY 114

Out in front: Our six slogging forward as best they can. The field is plowed, muddy, wet. Shoes are SUCKED off many of the Cadets' feet. The shoeless Cadets continue in BARE FEET through the mud. The flag bearer is HIT, goes down. Moses picks up the flag and races to the lead. The Cadets SLAM into a shocked Union line. VICIOUS, HAND-TO-HAND BATTLE. Union forces CUT AND RUN. A bullet TEARS into Sam's LOWER LEG. Sam FLINCHES in pain, but CONTINUES doggedly forward. Cadets STREAM up the hill and toward the Union cannon.

Jack charges forward to the guns, is suddenly TORN APART BY A TORRENT OF MUSKET ROUNDS. Duck watches in horror, thenSURGES forward SCREAMING, he KILLS a Union rifleman with his bayonet, then PULLS a sword and FIGHTS with a Union officer, RUNNING the Union officer THROUGH with the blade in his frenzy. Wise turns, sees his friend RIPPED by gunfire.

WISE
Jack!!

Sir Rat turns with him, then BOLTS through the FIRE STORM towards Jack.

WISE (CONT'D)
NO! ROBERT!

Wise SPRINGS after him, TACKLES the boy, FLINGS him back.

WISE (CONT'D)
GO! GO DOWN! NOW!!

Sir Rat won't leave. Wise rushes forward to...kneel by Jack's body.

A SHELL EXPLODES and sends Wise FLYING THROUGH AIR to land...
...in a tangled heap. Union artillery gunners FLEE,
abandoning their guns. The CADETS TAKE THE HILL, CAPTURE the
Union cannon.

115 EXT. CONFEDERATE COMMAND POST - DAY

115

SEMPLE
My god, sir. The Cadets have taken
Bushong Hill. Union forces are in
full retreat.

BRECKINRIDGE
Must be an illusion, Charlie. Their
General told them not to fight.

There are tears in the General's eyes.

BRECKINRIDGE (CONT'D)
They are good boys. They would
never disobey an order.

116 EXT. BUSHONG HILL - DAY

116

Bodies are spread about. Smoke drifts over the hill. Cadets
stand by the Union guns, exhausted, almost dazed with
fatigue. Most are shoeless. Four of our group remain, looking
everywhere.

SAM
Where's Jack?

DUCK
He's dead. Torn to pieces on the
final charge.

That hits them all. No ambiguity in this. One of their
brothers is gone for certain. At last...

MOSES
And Johnny?

SIR RAT
A shell exploded.

MOSES
Find him. I'll look for Garland.
He may have been wounded when I was
with him by the farmhouse.

Then, he looks down at Sam's leg. His calf is torn up.

MOSES (CONT'D)
You shouldn't be walking on that.

Sam grins up at him.

SAM
Don't worry about me. I'm ready for
another dance.

In spite of everything. He's raised a smile from Moses.

SAM (CONT'D)
Let's find our brothers.

117 EXT. VALLEY TURNPIKE - UNION RETREAT - AFTERNOON 117

Union forces STREAM north in retreat. DuPont with his
artillery section heads SOUTH against the flow.

DUPONT
Let's go, gentlemen. Someone needs
to cover this godforsaken retreat.

118 EXT. BATTLEFIELD - AFTERNOON 118

General Breckinridge and Major Semple RIDE UP.

The boys STRAIGHTEN UP, YOUNG FACES look up at the impressive
general on horseback.

Breckinridge has TEARS in his eyes. Takes off his hat.

BRECKINRIDGE
The Union is on the run. Well
done, men!

DUCK
Did you hear that? He called us
men.

119 EXT. LOCAL RESIDENCE - AFTERNOON 119

Doors open, out onto the porch: local WOMEN and GIRLS in a
FLURRY of activity, gather supplies, bandages.

HORROR in the faces of the girls as they see, down the street, bloody, wounded Confederate soldiers STAGGERING, HOBBLING, desperate.

MRS. CLINEDINST
Bring them inside!

Libby is nowhere in sight.

120 EXT. BATTLEFIELD, BUSHONG HILL - AFTERNOON 120

Moses alone, barefooted, CLOMPS down the soggy hill, past bodies and parts of bodies, crossing the Field of Lost Shoes. Moses SEES SOMETHING, starts for it, walking faster in the MUD, slips, FALLS, gets back up. He reaches CADET lying in the mud with a huge RED STAIN on his chest. It is Garland. Moses FALLS TO HIS KNEES beside his friend and takes the Cadet's hand... Garland's eyes flicker open. Tears begin on Moses' face.

121 EXT. FIELD - SAME MOMENT 121

Sam hobbles along with Sir Rat, looking in all directions through the carnage and devastation. Duck on his own, looking nearby. Suddenly, Sam POINTS... ..leaning on Sir Rat, Sam makes his way to a crumpled figure. He FALLS to earth at Wise's side. Gently rolls him onto his back. Puts two fingers to Wise's throat, breathes in with relief...

SAM
You boys go get a litter bearer, so
we can bring him in careful.

Sir Rat leans to the motionless figure.

SIR RAT
(to Wise)
We'll be right back, sir!

And RACES off. Sam sighs. Leans an ear to Wise's nose. Is he really breathing?

And Wise's eyes... ..OPEN. Dazed, uncomprehending. He tries to focus on Sam.

SAM
There you go. Johnny can you hear
me?

No answer. Just that confused questioning look.

SAM (CONT'D)
We won the battle, Johnny, you and
me. You're a hero, you know.

Wise's lips part. No sound emerges.

SAM (CONT'D)
 So you're stuck with it now. Women,
 of course. You'll be a Senator,
 right off. Then you'll push Jeff
 Davis right out of his mansion. And
 move on in.

Sam is smiling a lot. But the eyes look increasingly worried.

SAM (CONT'D)
 Will you save a room for me,
 Johnny? In the back. Libby and I
 and the kids will come visit. Play
 under your desk...

Wise's eyes moving over his face.

SAM (CONT'D)
 I mean, all of us. So get a big
 desk.

122 EXT. VALLEY TURNPIKE - DAY

122

The Union forces in full retreat. DuPont stands back, gives the order. Fuses SPUTTER and burn. The bridge EXPLODES.

DUPONT
 That will slow the Rebs down.

123 INT. LOCAL RESIDENCE - DAY

123

Sam HOBBLER in, held up by Duck and Moses. The entryway is filled with people, young girls, cadets, coming and going. Mrs. Clinedinst looks down at Sam's wound. She is SHAKEN.

SAM
 It's just my leg. I'll be all
 right.

MRS. CLINEDINST
 (to the Girls)
 Oh my god. Take this young man to
 the back bedroom. Clean that wound.

SAM
 Just one question, Ma'am. Could I
 speak with Libby? Just for a
 minute.

MRS. CLINEDINST
 Oh, son. Lib's not here.

SAM
(crestfallen)
Really? I thought...

MRS. CLINEDINST
I mean, she is in the field. Doing
the hardest work. The boys who
can't be moved.

He nods. Sounds like her.

MRS. CLINEDINST (CONT'D)
She'll be back later. We'll send
word you're here.

The GIRL in the red dress from the dance observes. Nods.
Leaves.

MRS. CLINEDINST (CONT'D)
Please, take care of that wound..

124 EXT. FIELD - SUNSET

124

GIRLS with lanterns accompanying DOCTORS and ORDERLIES on
their mercy rounds. Libby is among them. The GIRL we met
earlier at the dance gets off a horse approaches Libby.

GIRL
He's at the house. That boy. He
came to see you.

Through the exhaustion, Libby beams.

125 INT. RESIDENCE HOUSE - NIGHT

125

DOCTOR
Ma'am? May I ask? Do you have a
son here?

MRS. CLINEDINST
Why, yes, Doctor. (beat) These are
all my sons.

126 INT. BEDROOM - DAY

126

Garland lies in bed, rolled onto his side. A Doctor looks
over a Nurse who works to change the bandages on Garland's
back. Moses holds his friend's hand. Garland's eyes ROLL
BACK.

The Doctor finishes up. Mrs. Clinedinst takes the Doctor out
the door.

127 INT. HALLWAY - DAY

127

MRS. CLINEDINST
Will he survive the wound?

DOCTOR
The bullet went through his chest
and lodged into his back.

MRS. CLINEDINST
God help the boy.

Moses interrupts.

MOSES
Ma'am? Ma'am?

Mrs. Clinedinst turns.

MRS. CLINEDINST
Yes, dear. You are Moses Ezekiel,
am I right? He asked for you.

MOSES
Yes, Ma'am. (beat) Do you have a
new testament?

MRS. CLINEDINST
Why, of course. But I thought...

Mrs. Clinedinst opens a drawer, pulls out a BIBLE, hands it
to Ezekiel, hesitates.

MRS. CLINEDINST (CONT'D)
This is a Christian bible. But
understand that you are...Jewish?

MOSES
Yes. I am a Jew. It is for my
friend. I do not believe my faith
would object.

128 EXT. HOUSE - DUSK

128

Sam looks out toward the field. Looking for someone. He
LEANS heavily on a stick, STUMBLES, favoring his torn leg.
He blinks. Pain WASHES over him. He PASSES OUT and falls to
the ground.

129 INT. BEDROOM - NIGHT

129

Garland lies unconscious in bed. Moses reads to Garland.

MOSES

From the fourteenth chapter of St. John. "Let not your heart be troubled. Ye believe in God, believe also in me. In my Father's house are many mansions. I go to prepare a place for you."

Mrs. Clinedinst comes in with a new candle, places it beside Garland, and smooths the pillow by Garland's head.

Garland's head turns from side to side as Mrs. Clinedinst keeps the back of her hand against his cheek.

GARLAND

Please, light the candle. It's so dark!

Mrs. Clinedinst has TEARS running from her eyes. Moses leans forward and lays his head on his friend's shoulder.

130

INT. ROOM - NIGHT

130

CLOSE on Wise, his eyes closed. Very still. We hear a rustling nearby and John's eyes open. PULL BACK to reveal him on a down pillow, beneath a coverlet. He has a visitor.

BRECKINRIDGE

I know you need your rest. But the doctor said I could visit for just a moment.

Wise has to blink to be sure he's not dreaming.

WISE

I'm fine, sir. You have more important things to do.

BRECKINRIDGE

Oh, I don't think so, John.

A slow smile.

BRECKINRIDGE (CONT'D)

What made you do it?

WISE

It wasn't about me, sir.

BRECKINRIDGE

Only it was.

A shake of his head.

BRECKINRIDGE (CONT'D)
 With all the future ahead of you.
 How did you sort through all those
 thoughts?

WISE
 My father says. The best thing
 about doing what is right. Is that
 it requires no thought. No thought
 at all.

He smiles.

WISE (CONT'D)
 The thinking. Is what talks you out
 of it.

The smile is returned.

BRECKINRIDGE
 Thank you. For not thinking.

WISE
 My pleasure, sir. I have a lot of
 experience in that.

131 EXT. WASHINGTON DC, WHITE HOUSE - NIGHT 131

Lincoln sits with Stanton and Seward. Lincoln is CONCERNED. A
 dispatch drops from his hand. On the floor.

SEWARD
 It's one retreat, sir. A temporary
 setback, at most.

STANTON
 We can bleed more than they can. We
 hired a butcher. He's just gotten
 to work.

Lincoln looks up at his adviser. As if he could look right
 through him.

132 EXT. GRANT'S MILITARY FIELD HEADQUARTERS - NIGHT 132

Grant takes out a cigar. He TEARS off the tip of the cigar,
 SPITS it out...

GRANT
 My, my, my. Well, find me a man who
 knows how to set a fire. Next time
 we go into that godforsaken
 valley...

STRIKES a match.

GRANT (CONT'D)
We burn it to cinders.

133 INT. BEDROOM - NIGHT 133

Libby arrives, excited. She is met by her mother, somber.

Who leads a Libby into a room with one single bed. In the bed, a body with a white sheet pulled up over its face and head. She will not cry. Somehow, the moment too terrible. The loss too unfathomable. For simple tears. Libby lets loose of her mother's hand and gently pulls the sheet back from Sam's face. She stares for the longest moment. Everything in her heart now on her face. She leans. She kisses him.

LIBBY
But. We were going to spend our
lives. Together.

134 EXT. NEW MARKET BATTLEFIELD - DAY 134

A dazed and confused young Sir Rat stumbles across the abandoned battlefield...

Childlike, Sir Rat is busy, manic, SEARCHING.

Young Sir Rat struggles, pulls a lost Cadet SHOE from the mud. He gently and carefully WIPES mud from the leather upper, and from the sole. He carefully places it in a nearby cart. Next to many other shoes.

135 FADE SLOWLY TO BLACK, AND THEN FADE BACK IN ON... 135

The THREE GRAVES we once viewed from distance. Today we can read the names of JOHN STANARD. GARLAND JEFFERSON. SAMUEL ATWILL. TILT up now to...

136 EXT. MODERN VMI CADETS MARCHING IN FORMATION - DAY 136

Full DRESS PARADE. Impressive. Drums and fifes. Flags. A colorful, precise spectacle.

VOICE (O.S.)
The legacy of the Cadets who fought
and died at New Market is
remembered when the Cadets of VMI
march in Full Dress Review on the
Parade Ground.

CLOSE on YOUNG FACES of today's young Cadets Young men and women from all races and ethnic backgrounds.

VOICE (O.S.) (CONT'D)
As the ghosts of those long past
look on.

FADE TO BLACK

SEQUENCE ONTO THE BLACK SCREEN AS MUSIC CONTINUES:

Grant appointed a new General to return to the Shenandoah Valley. Later that Summer, the Virginia Military Institute was burned to the ground.

By 1867 the Institute was rebuilt. In 1914 the United States Government reimbursed VMI for damages it had sustained during the Civil War. The enabling legislation was introduced by U.S. Congressman John Wise of Virginia and supported by Senator Henry Dupont of Delaware, former adversaries at New Market.

The slave auction house, known as "Lumpkin's Jail" was converted to a school for freed slaves by former slave Mary Lumpkin, who inherited the property after her husband died. It became the original site of the Richmond Theological Institute, today's Virginia Union University.

Cadet Moses Ezekiel went on to become an internationally famous artist and sculptor. His sculpture "Virginia Mourns Her Dead" watches over the graves of his fellow cadets at VMI. His statue to the Confederate dead stands at Arlington National Cemetery, Robert E. Lee's ancestral home seized by the North during the war.

Following rebuilding and restoration, the Virginia Military Institute returned to its appointed mission of educating leaders for the Commonwealth, and for the nation, including General George C. Marshall, author of the Marshall Plan and Nobel Peace Prize recipient.

ROLL END CREDITS

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